

# The Gazette of India

## EXTRAORDINARY PART II—SECTION 3—Sub-section (i) PUBLISHED BY AUTHORITY

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### SUPREME COURT OF INDIA

*New Delhi, the 17th August, 1959*

**G.S.R. 950.**—In exercise of the powers conferred by sub-sections (1) and (2) of Section 643 of the Companies Act, 1956, and of all other powers enabling, the Supreme Court of India, after consulting the High Courts, hereby makes the following Rules:—

### THE COMPANIES (COURT) RULES, 1959

#### PART—I: GENERAL

1. **Short title and commencement.**—These Rules shall be cited as 'The Companies (Court) Rules, 1959' and shall come into force on the 1st day of October, 1959.

2. **Interpretation.**—In these Rules, unless the context or subject matter otherwise requires,—

(1) 'The Act' means the Companies Act, 1956.

(2) 'Advocate' means, in the case of a High Court having ordinary original jurisdiction, every person entitled to appear and plead in such jurisdiction of such High Court, and includes an Attorney of such Court, and in the case of every other High Court, every person entitled to appear and plead in such High Court, and in the case of a District Court, every person entitled to appear and plead in such Court.

Provided that in respect of the service of notices and processes which under these rules may be served on an Advocate on behalf of any party, or the filing of an appearance on behalf of any party, 'Advocate' shall mean only a person entitled to act for a party under the rules of the Court, whether or not he is entitled also to plead.

(3) 'Certified' means, in relation to a copy, certified as provided in Section 76 of the Indian Evidence Act, 1872.

(4) 'Code' means the Code of Civil Procedure, 1908.

- (5) 'Court' means the Court having jurisdiction under the Act.
- (6) 'Filed,' means filed in the Office of the Registrar.
- (7) 'High Court' and 'District Court' mean respectively the High Court and District Court having jurisdiction under the Act.
- (8) 'Judge' means, in the High Court, the Judge for the time being exercising the jurisdiction of the High Court under the Act, and in the District Court, the Judge of that Court exercising jurisdiction under the Act.
- (9) "Judge's summons" means a summons returnable before the Judge in Chambers or in Court.
10. 'Prescribed' means prescribed by these Rules; and 'prescribed charges' and 'prescribed fees' means charges or fees prescribed by these Rules and where they are not so prescribed, prescribed by the Rules of the Court in respect of analogous matter in its other proceedings
- (11) 'Registrar' means, in the High Court, the Registrar of the High Court, and includes the Prothonotary, Master and Assistant Master, and such other officer as may be authorised by the Chief Justice to perform all or any of the duties assigned to the Registrar under these Rules, and in the District Court, such officer of that Court as may be authorised by the High Court to perform all or any of the duties assigned to the Registrar under these Rules.
- (12) 'Reserve Bank' means the Reserve Bank of India and includes its branches and agencies.
- (13) 'The Rules' means these Rules, and includes the prescribed Forms.
- (14) 'Sealed' means sealed with the seal of the Court.
- (15) 'Section' means section of the Act.

Save as aforesaid, and unless the context otherwise requires, words and expressions contained in these Rules shall bear the same meaning as in the Act, and the General Clauses Act, 1897, (X of 1897) shall apply for the interpretation of these Rules as it applies for the interpretation of an Act of Parliament.

**3. Proceedings to be neat and legible.**—All petitions, applications, affidavits and other proceedings presented to the Court shall be written, typewritten, cyclostyled, or printed neatly and legibly on substantial paper of foolscap size, and separate sheets shall be stitched together. Numbers and dates shall be expressed in figures, and where dates given are not according to the English Calendar, the corresponding English dates shall also be given.

**4. Form of proceedings.**—Every proceeding shall be dated and shall be intitled in the matter of the Companies Act, 1956, and in the matter of the company to which it relates. The contents shall be divided into separate paragraphs which shall be numbered serially. The general heading in all proceedings before the Court, and in all advertisements and notices, shall be in Form No. 1.

**5. Language of Proceedings.**—Every petition, application, affidavit or other proceeding shall be in the language of the High Court, and except in so far as the Court may otherwise order, no document in a language other than the language of the High Court shall be accepted for use in any proceeding, unless translated into the language of the High Court in accordance with the rules and practice of the Court.

**6. Practice and procedure of the Court and provisions of the Code to apply.**—Save as provided by the Act or by these Rules, the practice and procedure of the Court and the provisions of the Code so far as applicable, shall apply to all proceedings under the Act and these Rules. The Registrar may decline to accept any document which is presented otherwise than in accordance with these Rules or the practice and procedure of the Court.

**7. Power of Court to enlarge or abridge time.**—The Court may, in any case in which it shall deem fit, extend or abridge the time appointed by these Rules or fixed by an order of the Court for doing any act or taking any proceeding, upon such terms (if any) as the justice of the case may require, and any such enlargement may be ordered although the application for the same is not made until after the expiration of the time appointed or allowed.

**8. Computation of time.**—(a) Where any particular number of days not expressed to be clear days is prescribed, the same shall be reckoned exclusively of the first day and inclusively of the last day, unless the last day shall happen to fall on a day on which the offices of the Court are closed, in which case the time shall be reckoned exclusively of that day also and of any succeeding day or days on which the offices of the Court continue to be closed.

(b) Where any particular number of days expressed to be clear days, is prescribed, the same shall be reckoned exclusively of both the first and the last day.

**9. Inherent powers of Court.**—Nothing in these Rules shall be deemed to limit or otherwise affect the inherent powers of the Court to give such directions or pass such orders as may be necessary for the ends of justice or to prevent abuse of the process of the Court.

**10. Applications how made.**—Unless otherwise provided by these rules or permitted by the Judge, all applications under the Act shall be made by a petition or by a Judge's summons as hereinafter provided.

**11. (a) Petitions.**—The following applications shall be made by petition:—

- (1) Applications under Section 17 to confirm an alteration of the memorandum of association.
- (2) Applications under Section 79 to sanction issue of shares at a discount.
- (3) Applications under Section 101 to confirm reduction of share capital.
- (4) Applications under Section 107 to cancel any variation of the rights of holders of any class of shares.

- (5) Applications under Section 141 for rectification of the register of charges.
- (6) Applications under Section 155 for rectification of the Register of Members.
- (7) Applications under Section 186 by a Director or Member of a Company for calling a meeting of the Company.
- (8) Applications under Section 203 to restrain a fraudulent person from managing companies, or for leave by a person restrained to be a director of, or to manage, a company.
- (9) Applications under Section 237 for an order that the affairs of a company ought to be investigated.
- (10) Applications under Section 391(2) to sanction a compromise or arrangement.
- (11) Applications under Section 395(1) or 395(2) for the purpose of preventing, or settling the terms of, the acquisition by a transferee company of the shares of a dissenting shareholder.
- (12) Applications under Section 397 for relief against oppression.
- (13) Applications under Section 398 for relief in case of mismanagement.
- (14) Applications under Section 407(1)(b) by a director, managing agent, secretaries and treasurers, or manager, whose agreement is terminated or an associate of such managing agent or secretaries and treasurers for leave to act as the managing or other director, managing agent, secretaries and treasurers, or manager of the company.
- (15) Applications under Section 439 for the winding up of a company, or under Section 583 for the winding-up of an unregistered Company, or under Section 584 for the winding-up of a foreign company.
- (16) Applications under Section 517 to set aside an arrangement between a company about to be or in the course of being wound-up (voluntarily) and its creditors.
- (17) Applications under Section 522 to continue a voluntary winding-up subject to the supervision of the Court.
- (18) Applications for a declaration under Section 542 (XI Schedule) in the course of proceedings under Section 397 or 398 that a person who was knowingly a party to carry on business in a fraudulent manner shall be personally liable for all or any of the debts or other liabilities of the company.
- (19) Applications by a creditor or member under Section 543 (XI Schedule) in the course of proceedings under Section 397 or 398, to enquire into the conduct of any of



the persons mentioned in Section 543 (XI Schedule) and compel him to repay or restore any money or property to the company or pay compensation.

- (20) Applications under Section 559 for declaring the dissolution of a Company void.
- (21) Applications under Section 560(6) to restore a company's name to the Register of Companies.
- (22) Applications under Section 579 to confirm the alteration in the form of the constitution of a company by substituting a memorandum and articles for a deed of settlement.
- (23) Applications under Section 633 (2) by an officer of a company for relief.

**(b) Judge's summons.**—All other applications under the Act or under these Rules shall be made by a Judge's summons, returnable to the Judge sitting in Court or in Chambers as hereinafter provided.

**12. Matters to be heard in open Court and in Chambers.**—(a) The following matters shall be heard in open Court:—

- (1) Petitions.
- (2) Applications under Section 43 for relief in case of default by a private company in complying with the provisions of its articles.
- (3) Applications under Section 75(4) for relief in case of default in delivering documents to the Registrar of Companies.
- (4) Applications under Section 89(3) for directions regarding termination of disproportionately excessive voting rights in existing companies.
- (5) Applications under Section 250 for a direction that shares or debentures shall cease to be subject to restrictions imposed by the Central Government under the said Section.
- (6) Applications under Section 335 to permit a managing agent to continue notwithstanding the appointment of a receiver, or, where such order has already been made, to cancel or vary such order.
- (7) Applications under Section 375(3) to decide the proportions in which the profits made by a managing agent are to be held by him in trust for two or more companies or subsidiaries.
- (8) Applications under Section 391(1) for convening meetings of creditors and/or members of a company or any class of them.
- (9) Proceedings under Section 394 for reconstruction or amalgamation of companies.
- (10) Public examination under Section 478 or Section 519.
- (11) Applications for a declaration under Section 542 that a person who was knowingly a party to carrying on business in a fraudulent manner shall be personally liable

- for all or any of the debts or other liabilities of the company.
- (12) Applications under Section 543 to enquire into the conduct of a promoter, director, managing agent, etc., and compel him to repay or restore any money or property to the company or pay compensation.
  - (13) Applications under Section 545(1) for prosecution of delinquent officers and members of a company.
  - (14) Applications under Section 555(7) by a person claiming to be entitled to any money paid into the Companies Liquidation Account.
  - (15) Applications for committal of any person for contempt.
  - (16) Appeals from any act or decision of the Official Liquidator.
  - (17) Applications relating to the admission or rejection of proofs.
  - (18) Such other matters and applications as the Judge may from time to time by general or special order direct to be heard in open Court.

Provided that the Court may, if it thinks fit, direct that the hearing or any part of the hearing of any of the said matters, shall be held in Chambers.

(b) Every other matter or application may be heard and determined in Chambers provided that the Judge may adjourn any such matter into Court.

**13. Registers to be kept.**—There shall be kept, in every Court, the following Registers, relating to proceedings under the Act and these Rules:—

- (1) Company Petitions Register in which shall be entered and numbered serially all the petitions filed under the Act or these Rules with particulars as to:—
  - (1) Date of presentation,
  - (2) Name of Company,
  - (3) Names of parties and their Advocates,
  - (4) Provision of law under which the petition is made,
  - (5) Nature of relief sought,
  - (6) Date and nature of order made,
  - (7) Date of filing of appeal, if any,
  - (8) Date of disposal of appeal, and
  - (9) Result of judgement in appeal.
- (2) Company Applications Register in which shall be entered and numbered serially all applications other than petitions with particulars as to:—
  - (1) Date of presentation,
  - (2) Name of Company,
  - (3) Number of main proceeding, if any, to which the application relates,
  - (4) Names of parties and their Advocates,

- (5) Provision of law, if any, under which the application is made,
  - (6) Nature of relief sought,
  - (7) Date and nature of order made,
  - (8) Date of filing of appeal, if any,
  - (9) Date of disposal of appeal, and
  - (10) Result of judgement in appeal.
- (3) Liquidations Register in which shall be entered **company-wise**, under a separate heading for each company ordered to be wound-up, briefly and in chronological order, all proceedings in winding-up until conclusion of the winding-up.
- (4) Company documents Register in which shall be entered under a separate heading for each company any valuable securities such as negotiable instruments, documents of title and the like that may be filed in proceedings before the Court.
- (5) Appearance Book in which shall be entered the appearances filed by or on behalf of any creditor or contributory under Rule 230(2) of these Rules.

Nothing in this Rule shall affect the discretion of the Court to direct the keeping of any other Register that may be deemed necessary.

**14. Serial number of proceedings.**—Every petition or application shall bear its distinctive serial number, and an interlocutory application shall bear, besides its own serial number, the serial number of the main proceeding to which it relates. Every order made, process issued or document filed, shall bear the serial number of the proceeding to which it relates.

**15. Process to be sealed.**—All petitions, applications and affidavits, upon being filed, and all orders, summonses, warrants or processes of any kind (including notices issued by Court) and certified copies of any proceedings, shall be sealed.

**16. Inspection and copies of proceedings.**—Save as otherwise provided in these Rules, the rules of the Court for the time being in force relating to search and to the certification and grant of copies, including the fees and charges payable for the same, shall apply to proceedings under the Act and these Rules, as they apply to other proceedings in the Court.

**17. Forms.**—The Forms set forth in Appendix I, where applicable, shall be used with such variations as circumstances may require.

**18. Affidavits.**—(a) Every affidavit shall be drawn up in the first person and shall state the full name, age, occupation and the place of abode of the deponent. It shall be signed by the deponent and sworn to in the manner prescribed by the Code or by the rules and practice of the Court.

(b) Every exhibit annexed to an affidavit shall be marked with the number of the proceeding to which it relates, and shall be initialled and dated by the authority before whom it is sworn.

(c) Except with the leave of the Judge, no affidavit having an interlineation, alteration or erasure, shall be filed in Court unless such interlineation or alteration is initialled by the authority before whom it is sworn, or, in the case of an erasure, the words and figures written on the erasure are re-written in the margin and initialled by such authority.

**19. Form of Judge's summons and service thereof.**—(1) A Judge's summons shall be in Form No. 2 and shall, unless otherwise provided by these rules or permitted by the Judge, be supported by an affidavit.

(2) The summons, together with a copy of the affidavit, shall be served upon every person against whom an order is sought and such other person as the Judge may direct, in person or by pre-paid registered post, or upon his Advocate, where he appears by Advocate, or in such other manner as the Judge may direct.

(3) Unless otherwise provided by these rules or by an order of Court, a summons which is an interlocutory application in a proceeding, shall be served not less than 4 clear days before the day named in the summons for the hearing thereof, and where the summons is other than interlocutory, it shall be served not less than fourteen days before the date fixed for the hearing thereof.

**20. Issue of summons.**—Every summons, together with duplicates of the same for service thereof, shall be prepared by the applicant or his Advocate and issued from the office of the Registrar.

**21. Affidavit verifying petition.**—Every petition shall be verified by an affidavit made by the petitioner or by one of the petitioners, where there are more than one, and in case the petition is presented by a body corporate, by a director, secretary or other principal officer thereof; such affidavit shall be filed along with the petition and shall be in Form No. 3.

Provided that the Judge or Registrar may, for sufficient reason, grant leave to any other person duly authorised by the petitioner to make and file the affidavit.

**22. Enclosures to petition.**—Unless dispensed with by the Judge or Registrar, every petition and application mentioned in Appendix II hereof, shall be accompanied by the documents set opposite thereto in column 4 of the said Appendix.

[NOTE.—Where the minute book of the company is required to be produced, a copy of the relevant minute, certified by the company to be a true copy, may be filed along with the minute book, and after the copy has been checked with the original, the Registrar may return the minute book to the company on its undertaking to produce the same when required. Before returning the minute book, the Registrar shall

initial the relevant page or pages of the book for subsequent identification.]

**23. Summons for directions.**—(a) Where a petition is presented under paragraph (1), (3), (4), (22) and (23) of Rule 11, an application shall, in every case, be made by summons to the Judge in Chambers for directions as to the advertisement of the petition, the notices to be served and the proceedings to be taken. Except where, in any particular case, a different form is prescribed by these Rules, such summons shall be in Form No. 4.

(b) The summons shall be posted for hearing before the Judge in Chambers at the next Chamber sittings, and the Judge may make such orders thereon and may give such directions as may seem to him appropriate.

(c) No summons for directions shall be necessary in the case of other petitions, but the petition shall, upon admission, be placed before the Judge in Chambers for fixing the date of hearing and directions as to the advertisement of the petition and the notices to be served, and such other directions as may be necessary.

**24. Advertisement of petition.**—(1) Where any petition is required to be advertised, it shall, unless the Judge otherwise orders, or these Rules otherwise provide, be advertised not less than fourteen days before the date fixed for hearing, in one issue of the Official Gazette of the State or the Union Territory concerned, and in one issue each of a daily newspaper in the English language and a daily newspaper in the regional language circulating in the State or the Union Territory concerned, as may be fixed by the Judge.

(2) Except in the case of a petition to wind-up a company, the Judge may, if he thinks fit, dispense with any advertisement required by these Rules.

**25. Contents of advertisement.**—Except as otherwise provided in these rules, such advertisement shall be in Form No. 5, and shall state the date on which the petition was presented, the name and address of the petitioner and his advocate, the nature of the petition and the date fixed for hearing. It shall, unless otherwise ordered, further state that any person who intends either to oppose or support the petition at the hearing should send notice of his intention to the petitioner or his advocate so as to reach him not later than two days previous to the day fixed for the hearing, and in the case of a petition for winding-up, not later than 5 days previous to the day fixed for the hearing of the petition.

**26. Service of petition.**—Every petition shall be served on the respondent, if any, named in the petition and on such other persons as the Act or these Rules may require or as the Judge or the Registrar may direct. Unless otherwise ordered, a copy of the petition shall be served along with the notice of the petition.

**27. Notice of petition and time of service.**—Notice of every petition required to be served upon any person shall be in Form No. 6, and shall, unless otherwise ordered by Court or provided by these Rules, be served not less than 14 days before the date of hearing.

**28. Service on company.**—(1) Where a petition is presented against a Company, it shall be accompanied by a notice of the petition in the prescribed Form together with a copy of the petition for service on the company and an envelope addressed to the company at its registered office or its principal place of business and sufficiently stamped for being sent by registered post for acknowledgment. The Registrar shall immediately on the admission of the petition send the notice together with the copy of the petition to the company by registered post.

(2) Every petition and, save as otherwise provided by these Rules or by an order of Court, every application, shall, unless presented by the Company, be served on the company at its registered office, or, if there is no registered office, at its principal or last known principal place of business, by leaving a copy thereof with an officer or employee of the company, and in case no such person is available, in such manner, as the Judge or Registrar may direct, or, by sending a copy thereof by pre-paid registered post addressed to the company at its registered office, or, if there is no registered office, at its principal or last known principal place of business, or to such person and at such address as the Judge or Registrar may direct.

Where the company is being wound-up, the petition or application shall also be served on the liquidator, if any, appointed for the purpose of winding-up the affairs of the company.

**29. Petitioner to effect service.**—Save as otherwise provided by these Rules and subject to any directions of the Judge or Registrar, the petitioner, applicant or any other person having the conduct of proceedings in Court, shall be responsible for the service of all notices, summons and other processes and for the advertisement and publication of notices, required to be effected by these Rules or by order of Court.

**30. Affidavit of service.**—(1) An affidavit or affidavits stating whether the petition has been advertised as prescribed by Rule 24 and whether the notices if any have been duly served upon the persons required to be served shall be filed not less than 3 days before the date fixed for hearing. Such proof of the advertisement or of the service, as may be available, shall be filed along with the affidavit.

(2) An affidavit of service on a company or its liquidator shall be in Form No. 7 or 8 as the case may be.

**31. Procedure on default of compliance as regards advertisement and service of notice.**—In default of compliance with the requirements of the Rules or the directions of the Judge or Registrar, as regards the advertisement and service of the petition, the petition shall, on the

date fixed for hearing be posted for orders of the Judge and the Judge may either dismiss the petition or give such further directions as he thinks fit.

**32. Mode of service and service when deemed to be effected.—**

(1) Save as otherwise provided by these Rules or by an order of Court, all notices, summonses, and other documents required to be served on any person, may be served either personally by delivering a copy thereof to such person, or upon his advocate where he appears by advocate or, except where personal service is required, by pre-paid registered post for acknowledgment due addressed to the last known address of such person. In the case of service by registered post where no acknowledgment signed by the addressee or his duly authorised agent is received, orders of Court shall be obtained as to the sufficiency of service or as to the further steps to be taken for service as the Court may direct.

Provided that where a notice, summons or other document has to be served on any class of persons such as shareholders, debenture holders, creditors and the like, the same may be sent by pre-paid registered post, or by ordinary post under certificate of posting, as may be provided by these Rules or by an order of Court, and unless otherwise ordered by the Court, the service shall be deemed to be effected at the time when the said notice, summons or other document ought to be delivered in the ordinary course of post by the post office, and notwithstanding the same is returned undelivered by the post office.

(2) Where notice of any petition, application, summons or other proceeding has to be given to the Central Government under these rules, it shall be addressed to and served on the Secretary to Government of India, Department of Company Law Administration, New Delhi, or such other officer as the Central Government may authorise to receive notices on its behalf.

(3) Where any person has to be served at an address outside India, the notice or other process to be served on him shall, subject to orders of the Court, be sent to such address by pre-paid air-mail registered post for acknowledgment due.

**33. Validity of service and of proceedings.—**No service under these Rules shall be deemed invalid by reason of any defect in the name or description of a person in the list of contributories or in the petition, summons, notice or other proceeding, provided that the Court is satisfied that such service is in other respects sufficient; and no proceedings under the Act or these Rules shall be invalidated by reason of any formal defect or irregularity, unless the Judge before whom the objection is taken is of the opinion that substantial injustice has been caused by such defect or irregularity and that the injustice cannot be remedied by an order of Court.

**34. Notice to be given by persons intending to appear at the hearing of petition.—**Every person who intends to appear at the hearing of a petition, whether to support or oppose the petition, shall serve on the petitioner or his advocate, notice of his intention at the address

given in the advertisement. The notice shall contain the address of such person, and be signed by him or his advocate, and save as otherwise provided by these Rules shall be served (or if sent by post, shall be posted in such time as to reach the addressee) not later than two days previous to the day of hearing, and in the case of a petition for winding-up, not later than five days previous to the day of hearing. Such notice shall be in Form No. 9, with such variations as the circumstances may require, and where such person intends to oppose the petition, the grounds of his opposition, or a copy of his affidavit, if any, shall be furnished along with the notice. Any person who has failed to comply with this Rule shall not, except with the leave of the Judge, be allowed to appear at the hearing of the petition.

**35. List of persons intending to appear, to be filed.**—The petitioner or his advocate shall prepare a list of the names and addresses of the persons who have given notice of their intention to appear at the hearing of the petition. Such list shall be in Form No. 10, and shall be filed in Court before the hearing of the petition.

**36. Procedure at hearing of petition.**—At the hearing of the petition, the Judge may either dispose of the petition finally, or give such directions as may be deemed necessary for the filing of counter affidavits and reply affidavits, if any, and for service of notice on any person who, in his opinion, has been omitted to be served or has not been properly served with the notice of the petition and may adjourn the petition to enable the parties to comply with his directions. Except as otherwise ordered by the Judge, it shall not be necessary to give notice of the adjourned hearing to any person.

**37. Order to be drawn up.**—(1) Every order, whether made in Court or in Chambers, shall be drawn up by the Registrar, unless in any proceeding or class of proceedings the Judge or the Registrar shall direct that the order need not be drawn up. Where a direction is given that no order need be drawn up, the note or memorandum of the order signed or initialled by the Judge making the order or by the Registrar shall be sufficient evidence of the order having been made. The date of every order shall be the date on which it was actually made, notwithstanding that it is drawn up and issued on a later date.

(2) Where costs are awarded to a party in any proceeding and such costs have to be taxed, the order shall direct that the party liable to pay the costs shall pay the same when taxed, and where the costs have been fixed by the Court or ascertained by taxation prior to the drawing up of the order, the order shall direct the payment of the amount of such costs by the party liable to pay the same.



**PART II. PROCEEDINGS IN MATTERS OTHER THAN  
WINDING-UP**

**Confirmation of alteration of memorandum of a company**

(Sections 17 to 19)

**38. Form of petition under Section 17 and summons for directions.**—A petition under Section 17 to confirm an alteration of the memorandum of a company shall set out succinctly particulars of its registration, its share capital where it has a share capital, the original objects and the alterations proposed to be effected, the passing of the special resolution and the reasons for the alteration, the debentures, if any, issued by the company and its present financial position. The petition shall be in Form No. 11. It shall be accompanied by a summons for directions and shall be supported by an affidavit in Form No. 12.

**39. Directions at hearing of summons.**—Upon the hearing of the summons for directions, the Court shall give such directions as it may think fit for the advertisement of the petition, and the service of notices on the debenture holders and creditors of the company, if any, and such other persons whose interests will, in the opinion of the Court, be affected by the alteration. The order on the summons shall be in Form No. 13. The notice shall be in Form No. 14.

Where the Court thinks fit to dispense with the notice required by Section 17(3)(a) in the case of any person or class of persons, it shall record its reasons for doing so.

**40. Notice to Registrar of Companies and Central Government.**—Notice of the petition and the date of the hearing thereof shall in every case be given to the Registrar of Companies, and where the petitioner is a limited company, registered without the word 'limited' under Section 25, such notice shall also be given to the Central Government.

**41. Procedure where creditors are entitled to object.**—Where the Court is of the opinion that the creditors or any class of them are entitled to object to the proposed alteration, the Court may give such directions as it may think fit with respect to the settlement of the list of creditors, service and publication of notices, hearing of objections and the adjudication of claims etc., and the provisions of Rules 49 to 61 of these Rules applicable in respect of a petition for confirming the reduction of share capital, shall, if the Court so directs, and to the extent specified in such direction, apply with such variations as may be necessary.

**42. Order confirming alteration.**—An order confirming an alteration in the memorandum of association shall be in Form No. 15 with such variations as may be necessary.

## CONFIRMATION OF ALTERATION IN THE CONSTITUTION OF A COMPANY

**43. Petition under Section 579.**—A petition under Section 579 to confirm an alteration in the constitution of a company by substituting a memorandum and articles for a deed of settlement shall be in Form No. 16, and Rules 38 to 42 relating to a petition under Section 17 shall apply *mutatis mutandis* to a petition under Section 579.

## ISSUE OF SHARES AT A DISCOUNT

(Section 79)

**44. Petition for sanctioning the issue of shares at a discount.**—A petition under Section 79 to sanction the issue of shares at a discount, shall be in Form No. 17, and where the rate of discount proposed is higher than ten per cent., it shall be accompanied by the order of the Central Government sanctioning the higher rate, in addition to the documents set out in Appendix II.

**45. Order sanctioning issue to be delivered to Registrar of Companies.**—Unless in any particular case the Court shall otherwise direct, every order sanctioning the issue of shares at a discount shall contain a direction that a certified copy of such order be delivered to the Registrar of Companies for registration within one month from the date of the order, and that the order shall not take effect until such certified copy has been so delivered.

## REDUCTION OF SHARE CAPITAL

(Sections 100 to 105)

**46. Form of petition for reduction of share capital and summons for directions.**—A petition to confirm a reduction of the share capital of a company shall be in Form No. 18, and shall be accompanied by a summons for directions in Form No. 19.

**47. Procedure on hearing of summons.**—Upon the hearing of the summons, if the Judge is satisfied that the proposed reduction does not involve either diminution of liability in respect of unpaid share capital or payment to any share-holder of any paid up share capital, and does not think fit to direct that the procedure prescribed in Section 101(2) shall apply, he shall fix a date for the hearing of the petition and give such directions as he may think fit as to the advertisement of the petition. The petition shall be posted for hearing on the date fixed, and upon the hearing thereof, the Judge may confirm the reduction on such terms and conditions as he may think fit.

**48. Directions at the hearing of summons.**—Where the proposed reduction involves either diminution of liability in respect of unpaid share capital or the payment to any share-holder of any paid up share capital, and, in any other case, if the Judge thinks fit to direct that

the procedure prescribed in Section 101(2) shall apply, the Judge may, upon the hearing of the summons or upon any adjourned hearing thereof, or upon the hearing of any subsequent application, give such directions as he may think fit as to the proceedings to be taken, and more particularly with respect to the following matters, that is to say—

- (a) the proceedings to be taken for settling the list of creditors entitled to object, including the dispensing with the observance of the provisions of Section 101(2) as regards any class or classes of creditors;
- (b) fixing the date with reference to which the list of such creditors is to be made out;
- (c) the publication of notices; and
- (d) generally fixing the time for and giving directions as to all other necessary or proper steps in the matter.

The order made upon the summons under this Rule shall be in Form 20, with such variations as the circumstances may require.

**49. List of creditors.**—The company shall, within the time allowed by the Judge, file a list in Form No. 21 made out by an officer of the company competent to make the same, containing the names and addresses of the creditors of the company to whom the enquiry extends, as on the date fixed by the Judge under the last preceding Rule, and the respective amounts due to them in respect of debts, claims or liabilities to which the enquiry extends, or, in case of any such debt payable on a contingency or not ascertained, or any such claim admissible to proof in a winding-up of the company, the value, so far as can be justly estimated, of such debt or claim.

**50. Affidavit verifying list of creditors.**—Such list shall be verified by an affidavit made by an officer of the company competent to make the same, who, in such affidavit, shall state his belief that the list verified by such affidavit is correct, that the estimated values, as given in the list, of the debts payable on a contingency or not ascertained, or of any claims admissible to proof in a winding-up, are just and proper estimates of the values of such debts and claims respectively, and that there was not, at the date fixed by the Judge under Rule 48, any debt, claim or liability which, if that date were the commencement of the winding-up of the company, would be admissible in proof against the company, except the debts, claims and liabilities set forth in such list and any debts, claims or liabilities to which the enquiry does not extend, and shall state the source of his knowledge or information and the grounds of his belief regarding the matters deposed to in such affidavit. Such affidavit shall be in Form No. 22, with such variations as the circumstances of the case may require.

**51. Inspection of list of creditors.**—Copies of such list shall be kept at the registered office of the company and at the office of the advocate for the company, and any person desirous of inspecting the same may, at any time during the ordinary hours of business, inspect and take extracts from the same on payment of the sum of one rupee.

**52. Notice to creditors.**—The company shall, within seven days after the filing of the list of creditors referred to in Rule 49 or such further or other time as the Judge may allow, send to each creditor whose name is entered in the said list, a notice of the presentation of the petition and of the said list, stating the amount of the proposed reduction of capital and the amount or estimated value of the debt or the contingent debt or claim or both for which such creditor is entered in the said list, and the time, as fixed by the Judge, within which if he claims to be entitled to be entered on such list as a creditor for a larger amount, he must send in his name and address, and the particulars of his debt or claim, and the name and address of his advocate if any, to the advocate of the company. Such notice shall be in Form No. 23; and shall, unless the Judge otherwise directs, be sent by pre-paid registered post for acknowledgement addressed to each creditor at his last known address or place of abode.: Provided that where his address is not known to the company, the Judge may direct notice to be given to such creditor in such manner as he may think fit.

**53. Advertisement of petition and list of creditors.**—Notice of the presentation of the petition and of the list of creditors under Rule 49, shall, within seven days after the filing of the said list or such further or other time as the Judge may allow, be advertised by the company in such manner as the Judge shall direct. Such notice shall state the amount of the proposed reduction of capital, and the places where the aforesaid list of creditors may be inspected, and the time as fixed by the Judge within which creditors of the company who are not entered but claim to be entitled to be entered on the said list, must send in their names and addresses and the particulars of their debts or claims and the names and addresses of their advocates, if any, to the advocate of the company. Such notice shall be in Form No. 24.

**54. Affidavit of service.**—The company shall, as soon as may be, file an affidavit proving the despatch and publication of the notices referred to in Rules 52 and 53. Such affidavit shall be in Form No. 25.

**55. Affidavit by company as to the result of Rules 52 and 53.**—The company shall, within the time fixed by the Judge, file a statement signed and verified by the advocate of the company stating the result of the notices mentioned in Rules 52 and 53 respectively and verifying a list containing the names and addresses of the persons, if any, who shall have sent in the particulars of their debts or claims in pursuance of such notices respectively, and the amounts of such debts or claims. Such statement shall be accompanied by an affidavit made by a competent officer or officers of the company who shall, in such list, distinguish which (if any) of such debts and claims are wholly, or as to any and what part thereof, admitted by the company, and which (if any) of such debts and claims are wholly, or as to any and what part thereof, disputed by the company, and which (if any) of such debts and claims are alleged by the company to be wholly, or as to any and what part thereof, not included in the enquiry. Such

affidavit shall also state which of the persons who are entered in the list as creditors and which of the persons, who have sent in particulars of their debts or claims in pursuance of such notices as aforesaid, have been paid or have consented to the proposed reduction. Such statement and affidavit shall be in Form No. 26.

**56. Procedure where claim is not admitted, and proof of debt.—**

If the company contends that a person is not entitled to be entered in the list of creditors in respect of any debt or claim, whether admitted or not, or if any debt or claim, the particulars of which are so sent in, shall not be admitted by the company at its full amount, then, and in every such case, unless the company is willing to set apart and appropriate in such manner as the Judge shall direct, the full amount of such debt or claim, the company shall, if the Judge thinks fit so to direct, send to the creditor a notice in Form No. 27, that he is required to come in and establish his title to be entered on the list, or as the case may be, to come in and prove such debt or claim or such part thereof as is not admitted by the company on the day fixed by the Judge. Such notice shall be served not less than four clear days before the date fixed by the Judge.

An affidavit by a creditor in proof of his debt shall be in Form No. 28. Where the creditor is for good reason personally unable to make the affidavit, his authorised agent may make the same.

**57. Costs of proof.—**The costs of proof of a debt or claim or any enquiry under the proceeding Rule shall be in the discretion of the Judge.

**58. Certificate by the Judge as to creditors.—**The result of the settlement of the list of creditors shall be stated in a certificate which shall be prepared by the advocate of the company and signed by the Judge. Such certificate shall—

- (1) specify the debts or claims (if any) which have been disallowed;
- (2) distinguish (a) the debts or claims, the full amount of which the company is willing to set apart and appropriate; (b) the debts or claims (if any) the amount of which has been fixed by enquiry and adjudication in the manner provided by Section 101(2) and these Rules; and (c) the debts or claims (if any) the full amount of which the company does not admit or is not willing to set apart and appropriate or the amount of which has not been fixed by enquiry and adjudication as aforesaid; and
- (3) show (a) which of the creditors have consented to the proposed reduction, and the total amount of the debts due to them; and (b) the total amount of the debts or claims the payment of which has been secured in the manner provided by Section 101(2) and the persons to or by whom the same are due or claimed.

The said certificate shall also state what creditors have under Rule 56 come in and sought to establish their title to be entered on the list and whether such claims have been allowed or not, but it shall not be necessary to make in such certificate any further or other reference to any creditors who are not entitled to be entered in the list or to any debts or claims to which the enquiry does not extend or to show therein the several amounts of the debts or claims of any persons who have consented to the proposed reduction or the payment of whose debts or claims has been secured as aforesaid.

**59. Hearing of petition.**—After the expiry of not less than fourteen days from the filing of the certificate mentioned in the preceding Rule, the petition shall be set down for hearing. Notice of the date fixed for the hearing of the petition shall be advertised within such time and in such newspaper or newspapers as the Judge may direct and shall be in Form No. 29.

**60. Who may appear and oppose.**—Any creditor included in the certificate whose debt or claim has not, before the hearing of the petition, been discharged or determined or been secured in the manner provided by Section 101(2)(c) and who has not before the hearing consented in writing to the proposed reduction of capital may, if he thinks fit, upon giving two clear days' notice to the advocate for the company of his intention to do so, appear at the hearing of the petition and oppose it. The costs of his appearance shall be in the discretion of the Judge.

**61. Directions at hearing.**—At the hearing of the petition the Judge may, if he thinks fit, give such directions as may seem proper with reference to securing in the manner mentioned in Section 101(2)(c) the debts or claims of any creditors who do not consent to the proposed reduction, and the further hearing of the petition may be adjourned to enable the company to comply with such directions.

**62. Order on petition.**—Where the Judge makes an order confirming a reduction, such order shall include directions—

- (a) as to the manner in which, the times at which and the newspaper or newspapers in which, notice of the registration of the order and of the minute as approved by the Judge under Rule 63 shall be published;
- (b) as to the period commencing on or after the date of the order, during which the words 'and reduced' shall be added to the name of the company as the last words thereof, in case the Court thinks fit to direct under Section 102(2) (a) that the words shall be so added; and
- (c) as to the publication, if the Judge so directs, of the reasons for reduction or the causes that led to it or such other information in relation thereto as the Judge may require to be published under Section 102(2) (b).

**63. Minute.**—Unless the form of the minute has been approved by the judge at the time of making the order confirming the reduction, the Company shall, within 7 days from the date of the said order, file for the approval of the Judge a draft of the minute containing the particulars required by Section 103(1)(b), and shall take an appointment for approval of the same. The advocate for the company shall attend when the minute comes up before the Judge for approval.

The order confirming the reduction of capital and approving the minute shall be in Form No. 30, with such variations as may be necessary.

**64. Advertisement of reasons for reduction of capital.**—Where the Judge makes an order under Section 102(2)(b) directing the company to publish the reasons for the reduction or such other information in regard thereto as the Court may direct, unless the form of the statement to be published has been approved by the Judge at the time of making the order, the Company shall, within seven days of the order, file, for the approval of the Judge, a draft of the statement and shall take an appointment for approval of the same. The advocate for the Company shall attend when the statement comes up for approval before the Judge. The statement as approved shall be published in the same newspapers in which notice of the registration of the order and the minute had been directed to be published.

**65. Form of minute and notice of registration.**—The minute may be in Form No. 31, and the notice of registration of the order and the minute shall be in Form No. 32.

#### VARIATION OF RIGHTS OF ANY CLASS OF SHAREHOLDERS (Section 107)

**66. Petition to cancel variation of rights.**—(1) Where a petition to cancel a variation of the rights attaching to any class of shares is made on behalf of the shareholders of that class entitled to apply for cancellation under Section 107 by one or more of them, the letter of authority signed by the shareholders so entitled, authorising the petitioner or petitioners to present the petition on their behalf, shall be annexed to the petition, and the names and addresses of all the said shareholders and the number of shares held by each of them shall be set out in the schedule to the petition.

(2) The petition shall set out the particulars of registration and the share capital, the different classes of shares into which the share capital of the company is divided and the rights attached to each class of shares, the provisions of the memorandum or articles authorising the variation of the rights attached to the various classes of shares, the total number of shares of the class whose rights have been varied, the nature of the variation made, and, so far as may have been ascertained by the petitioner, the number of shareholders of the class who gave their consent to the variation or voted in favour of the resolution

for variation and the number of shares held by them, the number of share holders who did not consent to the variation or who voted against the resolution, and the number of shares held by them, and the date or dates on which the consent was given or the resolution was passed, and the reasons for opposing the variation.

### COMPROMISE OR ARRANGEMENT UNDER SECTIONS 391 TO 394

**67. Summons for directions to convene a meeting.**—An application under Section 391(1) for an order convening a meeting of creditors and/or members or any class of them shall be by a Judge's summons supported by an affidavit. A copy of the proposed compromise or arrangement shall be annexed to the affidavit as an exhibit thereto. Save as provided in Rule 68 hereunder, the summons shall be moved *ex-parte*. The summons shall be in Form No. 33, and the affidavit in support thereof in Form No. 34.

**68. Service on company.**—Where the company is not the applicant, a copy of the summons and of the affidavit shall be served on the company. or, where the company is being wound-up, on its liquidator, not less than 14 days before the date fixed for the hearing of the summons.

**69. Directions at hearing of summons.**—Upon the hearing of the summons or any adjourned hearing thereof, the Judge shall, unless he thinks fit for any reason to dismiss the summons, give such directions as he may think necessary in respect of the following matters:—

- (1) determining the class or classes of creditors and/or of members whose meeting or meetings have to be held for considering the proposed compromise or arrangement;
- (2) fixing the time and place of such meeting or meetings;
- (3) appointing a chairman or chairmen for the meeting or meetings to be held, as the case may be;
- (4) fixing the quorum and the procedure to be followed at the meeting or meetings, including voting by proxy;
- (5) determining the values of the creditors and/or the members, or the creditors or members of any class, as the case may be, whose meetings have to be held;
- (6) notice to be given of the meeting or meetings and the advertisement of such notice;
- (7) the time within which the chairman of the meeting is to report to the Court the result of the meeting; and such other matters as the Court may deem necessary.

The order made on the summons shall be in Form No. 35 with such variations as may be necessary.



**70. Proxies.**—(1) Voting by proxy shall be permitted, provided a proxy in the prescribed form duly signed by the person entitled to attend and vote at the meeting is filed with the company at its registered office not later than 48 hours before the meeting.

(2) Where a body corporate which is a member or creditor (including holder of debentures) of a company authorises any person to act as its representative at the meeting of the members or creditors of the company, or of any class of them, as the case may be, a copy of the resolution of the Board of Directors or other governing body of such body corporate authorising such person to act as its representative at the meeting, and certified to be a true copy by a director, the managing agent, the secretaries and the treasurers, the manager, the secretary, or other authorised officer of such body corporate, shall be lodged with the company at its registered office not later than 48 hours before the meeting.

(3) Rules 227 to 229 of these Rules relating to proxies shall also apply to proxies lodged under this Rule.

**71. Application for stay.**—An application under sub-Section (6) of Section 391 for stay of the commencement or continuation of any suit or proceeding against the company may be moved by a Judge's summons *ex parte*, provided that where a petition for winding up the company or a petition under Section 397 or 398 is pending, notice of the application shall be given to the petitioner in such petition.

**72. Application to vacate or vary order of stay.**—Where an order has been made staying the commencement or continuation of any suit or proceeding under sub-Section (6) of Section 391, any person aggrieved by such order may apply to the Court by a Judge's summons to vacate or vary such order. Notice of the application shall be given to the applicant at whose instance the order of stay was made and to such other persons as the Court may direct.

**73. Notice of meeting.**—The notice of the meeting to be given to class, as the case may be, shall be in Form No. 36, and shall be sent to them individually by the Chairman appointed for the meeting, or, if the Court so directs, by the company (or its Liquidator), or any other person as the Court may direct, by post under certificate of posting to their last known address not less than 21 clear days before the date fixed for the meeting. It shall be accompanied by a copy of the proposed compromise or arrangement and of the statement of the creditors and/or members, or to the creditors or members of any firm required to be furnished under Section 393, and a form of proxy in Form No. 37.

**74. Advertisement of the notice of meeting.**—The notice of the meeting shall be advertised in such newspapers and in such manner as the Judge may direct, not less than 21 clear days before the date fixed for the meeting. The advertisement shall be in Form No. 38.

**75. Copy of compromise or arrangement to be furnished by the company.**—Every creditor or member entitled to attend the meeting shall be furnished by the company, free of charge and within 24 hours of a requisition being made for the same, with a copy of the proposed compromise or arrangement together with a copy of the statement required to be furnished under Section 393, unless the same had been already furnished to such member or creditor.

**76. Affidavit of service.**—The Chairman appointed for the meeting or the Company or other person directed to issue the advertisement and the notices of the meeting shall file an affidavit not less than 7 days before the date fixed for the holding of the meeting or the holding of the first of the meetings as the case may be, showing that the directions regarding the issue of notices and the advertisement have been duly complied with. In default thereof, the summons shall be posted before the Judge for such orders as he may think fit to make.

**77. Result of the meeting to be decided by poll.**—The decisions of the meeting or meetings held in pursuance of the order made under Rule 69 on all resolutions shall be ascertained only by taking a poll.

**78. Report of the result of the meeting.**—The Chairman of the meeting, (or where there are separate meetings, the chairman of each meeting) shall, within the time fixed by the Judge, or where no time has been fixed, within seven days after the conclusion of the meeting, report the result thereof to the Court. The report shall state accurately the number of creditors or class of creditors or the number of members or class of members, as the case may be, who were present and who voted at the meeting either in person or by proxy, their individual values and the way they voted. The report shall be in Form No. 39.

**79. Petition for confirming compromise or arrangement.**—Where the proposed compromise or arrangement is agreed to, with or without modification, as provided by sub-Section (2) of Section 391, the company, (or its liquidator, as the case may be), shall, within 7 days of the filing of the report by the chairman, present a petition to the Court for confirmation of the compromise or arrangement. The petition shall be in Form No. 40.

Where a compromise or arrangement is proposed for the purposes of or in connection with a scheme for the reconstruction of any company or companies, or for the amalgamation of any two or more companies, the petition shall pray for appropriate orders and directions under Section 394.

Where the company fails to present the petition for confirmation of the compromise or arrangement as aforesaid, it shall be open to any creditor or contributory as the case may be, with the leave of the Court, to present the petition and the company shall be liable for the costs thereof.

Where no petition for confirmation of the compromise or arrangement is presented, or where the compromise or arrangement has not been approved by the requisite majority under Section 391(2) and consequently no petition for confirmation could be presented, the report of the Chairman as to the result of the meeting made under the preceding rule shall be placed for consideration before the Judge for such orders as may be necessary.

**80. Date and notice of hearing.**—The Court shall fix a date for the hearing of the petition, and notice of the hearing shall be advertised in the same papers in which the notice of the meeting was advertised, or in such other papers as the Court may direct, not less than 10 days before the fixed for the hearing.

**81. Order on petition.**—Where the Court sanctions the compromise or arrangement, the order shall include such directions in regard to any matter and such modifications in the compromise or arrangement as the Judge may think fit to make for the proper working of the compromise or arrangement. The order shall direct that a certified copy of the same shall be filed with the Registrar of Companies within 14 days from the date of the order, or such other time as may be fixed by the Court. The order shall be in Form No. 41, with such variations as may be necessary.

**82. Application for directions under Section 394.**—Where the compromise or arrangement has been proposed for the purposes of or in connection with a scheme for the reconstruction of any company or companies or the amalgamation of any two or more companies, and the matters involved cannot be dealt with or dealt with adequately on the petition for sanction of the compromise or arrangement, an application shall be made to the Court under Section 394, by a summons supported by affidavit, for directions of the Court as to the proceedings to be taken. Notice of the summons shall be given in such manner and to such persons as the Court may direct.

**83. Directions at hearing of application.**—Upon the hearing of the summons or upon any adjourned hearing thereof the Court may make such order or give such directions as it may think fit, as to the proceedings to be taken for the purpose of the reconstruction or amalgamation, as the case may be, including, where necessary, an inquiry as to the creditors of the transferor company and the securing of the debts and claims of any of the dissenting creditors in such manner as to the Court may seem just.

**84. Order under Section 394.**—An order made under Section 394 shall be in Form No. 42 with such variation as the circumstances may require.

**85. Compromise or arrangement involving reduction of capital.**—Where a proposed compromise or arrangement involves a reduction of capital of the company, the procedure prescribed by the Act and these Rules relating to the reduction of capital, and the

requirements of the Act and these Rules in relation thereto, shall be complied with, before the compromise or arrangement so far as it relates to reduction of capital, is sanctioned.

**86. Report on working of compromise or arrangement.**—At any time after the passing of the order sanctioning the compromise or arrangement, the Court may, either of its own motion or on the application of any person interested, make an order directing the Company, or, where the company is being wound up, the liquidator, to submit to the Court within such time as the Court, may fix, a report on the working of the said compromise or arrangement. On a consideration of the report, the Court may pass such orders or give such directions as it may think fit.

**87. Liberty to apply.**—(1) The Company, or any creditor or member thereof, or, in case of a company which is being wound-up, the liquidator, may, at any time after the passing of the order sanctioning the compromise or arrangement, apply to the Court for the determination of any question relating to the working of the compromise or arrangement.

(2) The application shall in the first instance be posted before the Court for directions as to the notices and the advertisement, if any, to issue, as the Court may direct.

(3) The Court may, on such application, pass such orders and give such directions as it may think fit in regard to the matter, and may make such modifications in the compromise or arrangement as it may consider necessary for the proper working thereof, or pass such other order as it may think fit in the circumstances of the case.

#### RELIEF IN CASE OF OPPRESSION OR MISMANAGEMENT (Sections 397 to 407)

**88. Petition under Section 397 or 398.**—(1) Where a petition is presented under Section 397 or 398 on behalf of any members of a company entitled to apply under Section 399(1), by any one or more of them, the letter of consent signed by the rest of the members so entitled authorising the petitioner or petitioners to present the petition on their behalf, shall be annexed to the petition, and the names and addresses of all the members on whose behalf the petition is presented shall be set out in a schedule to the petition, and where the company has a share capital, the petition shall state whether the petitioners have paid all calls and other sums due on their respective shares. Where the petition is presented by any member or members authorised by the Central Government under Section 399(4), the order of the Central Government authorising such member or members to present the petition shall be similarly annexed to the petition. A petition under Section 397 shall be in Form No. 43, and a petition under Section 398 shall be in Form No. 44.

(2) A petition under Section 397 or 398 shall not be withdrawn without leave of the Court, and where the petition has been presented by a member or members authorised by the Central Government under sub-section (4) of Section 399, notice of the application for leave to withdraw shall be given to the Central Government.

89. **Notice to Central Government.**—Save where a petition is presented by or on behalf of the Central Government under Section 401, notice shall be given to the Central Government of every petition under Section 397 or 398, and a copy of the petition shall be served on the Central Government along with the notice of the date of hearing, not less than 14 clear days before the date fixed for the hearing of the petition.

90. **Order involving reduction of capital or alteration of memorandum.**—Where an order under Section 397 or 398 involves a reduction of capital or alteration of the memorandum of association, the provisions of the Act and these Rules relating to such matters shall apply as the Court may direct.

91. **Application under Section 407(1) (b) for leave to act as managing director etc.**—An application under clause (b) of sub-section (1) of Section 407 for leave to any of the persons mentioned therein, to be appointed, or to act, as the managing or other director, managing agent, secretaries and treasurers or manager of the company, shall state whether notice of the intention to apply for such leave has been given to the Central Government and shall be accompanied by a copy of such notice. Notice of the date of hearing of the petition together with a copy of the petition shall be served on the Central Government not less than 14 clear days before the date fixed for the hearing.

## RESTORATION OF THE NAME OF A COMPANY TO THE REGISTER OF COMPANIES (SECTION 560 (6))

92. **Notice to Registrar of Companies.**—A petition under Section 560(6) to restore the name of a company to the Register of Companies shall be served on the Registrar of Companies and on such other persons as the Court may direct, not less than 14 days before the date fixed for the hearing of the petition.

93. **Delivery of order and advertisement thereof.**—Where the Court makes an order restoring the name of a company to the Register of Companies, the order shall direct that the petitioner do deliver to the Registrar of Companies a certified copy thereof within 14 days from the date of the order, and that on such delivery, the Registrar of Companies do, in his official name, advertise the order in the Gazette of the State or Union Territory concerned.

94. **Registrar's costs of petition.**—Unless for any special reasons the Court shall otherwise order, the order shall direct that the petitioners do pay to the Registrar of Companies his costs of, and occasioned by, the petition.

## PART—III: WINDING-UP

### WINDING-UP BY COURT

#### **Winding-up Petition and its hearing:**

**95. Petition for winding-up.**—A petition for winding-up a company shall be in Form No. 45, 46 or 47, as the case may be, with such variations as the circumstances may require, and shall be presented in duplicate. The Registrar shall note on the petition the date of its presentation.

**96. Admission of petition and directions as to advertisement.**—Upon the filing of the petition, it shall be posted before the Judge in Chambers for admission of the petition and fixing a date for the hearing thereof and for directions as to the advertisements to be published and the persons, if any, upon whom copies of the petition are to be served. The Judge may, if he thinks fit, direct notice to be given to the company before giving directions as to the advertisement of the petition.

**97. Petition by a contingent or prospective creditor.**—A petition for winding-up of a company presented by a contingent or prospective creditor shall be accompanied by an application under Section 439(8) for the leave of the Court for the admission of the petition. No advertisement of the petition shall be made unless the leave has been granted, or, where the leave has been granted subject to any conditions precedent to the admission of the petition, unless such conditions have been satisfied.

**98. Copy of petition to be furnished.**—Every contributory or creditor of the company shall be entitled to be furnished by the petitioner or by his advocate with a copy of the petition within 24 hours of his requiring the same on payment of the prescribed charges.

**99. Advertisement of petition.**—Subject to any directions of the Court, the petition shall be advertised within the time and in the manner provided by Rule 24 of these Rules. The advertisement shall be in Form No. 48.

**100. Application for leave to withdraw petition.**—(1) A petition for winding-up shall not be withdrawn after presentation without the leave of the Court.

(2) An application for leave to withdraw a petition for winding-up which has been advertised in accordance with the provisions of Rule 99 shall not be heard at any time before the date fixed in the advertisement for the hearing of the petition.

**101. Substitution of creditor or contributory for original petitioner.**—Where a petitioner,—

- (1) is not entitled to present a petition, or,
- (2) fails to advertise his petition within the time prescribed by these Rules or by order of Court or such extended time as the Court may allow, or,
- (3) consents to withdraw the petition, or to allow it to be dismissed, or the hearing to be adjourned, or fails to appear in support of his petition when it is called on in Court on the day originally fixed for the hearing thereof, or any day to which the hearing has been adjourned, or,
- (4) if appearing, does not apply for an order in terms of the prayer of his petition,

or,

where in the opinion of the Court there is other sufficient cause for an order being made under this rule,

the Court may, upon such terms as it may think just, substitute as petitioner any creditor or contributory who, in the opinion of the Court, would have a right to present a petition, and who is desirous of prosecuting the petition.

**102. Procedure on substitution.**—Where the Judge makes an order substituting a creditor or contributory as petitioner in a winding-up petition, he shall adjourn the hearing of the petition to a date to be fixed by him and direct such amendments of the petition as may be necessary. Such creditor or contributory shall, within 7 days from the making of the order, amend the petition accordingly, and file two clean copies thereof together with an affidavit in duplicate setting out the grounds, on which he supports the petition. The amended petition shall be treated as the petition for the winding-up of the company and shall be deemed to have been presented on the date on which the original petition was presented.

**103. Affidavit in opposition.**—Any affidavit intended to be used in opposition to the petition shall be filed not less than 5 days before the date fixed for the hearing of the petition, and a copy of the affidavit shall be served on the petitioner or his advocate forthwith.

Copies of the affidavit shall also be given to any creditor or contributory appearing in support of the petition who may require the same on payment of the prescribed charges.

**104. Affidavit in reply.**—An affidavit intended to be used in reply to the affidavit filed in opposition to the petition, shall be filed not less than 2 days before the day fixed for the hearing of the petition, and a copy of the affidavit in reply shall be served on the day of the filing thereof on the person by whom the affidavit in opposition was filed or his advocate.

**105. Stay of suit or proceeding pending petition.**—An application under Section 442 for stay of any suit or proceeding shall be made upon notice to all the parties to the suit or proceeding sought to be stayed.

### PROVISIONAL LIQUIDATOR

**106. Appointment of Provisional Liquidator.**—(1) After the admission of a petition for the winding-up of a company by the Court, upon the application of a creditor, or a contributory, or of the company, and upon proof by affidavit of sufficient ground for the appointment of a Provisional Liquidator, the Court, if it thinks fit and upon such terms as in the opinion of the Court shall be just and necessary, may appoint the Official Liquidator to be Provisional Liquidator of the company pending final orders on the winding-up petition. Where the company is not applicant, notice of the application for appointment of Provisional Liquidator shall be given to the company unless the Court, for special reasons to be recorded in writing, dispenses with the notice.

(2) The order appointing the Provisional Liquidator shall set out the restrictions and limitations, if any, on his powers imposed by the Court. The order shall be in Form No. 49, with such variations as may be necessary.

**107. Rules applicable to Provisional Liquidator.**—The Rules relating to Official Liquidators shall apply to Provisional Liquidators, so far as applicable, subject to such directions as the Court may give in each case.

**108. Costs etc., of Provisional Liquidator.**—Subject to any order of the Court, all the costs, charges and expenses properly incurred by the Official Liquidator as Provisional Liquidator, including such sum as is or would be payable to the Central Government under the scale of fees for the time being in force applicable where the Official Liquidator acts as Liquidator of the company, shall be paid out of the assets of the company.

### WINDING-UP ORDER

**109. Notice to Official Liquidator of order.**—Where an order for the winding-up of a company or for the appointment of a Provisional Liquidator has been made, the Registrar shall forthwith send to the Official Liquidator of the Court notice of the order under the seal of the Court in duplicate in Form No. 50 or 51 as the case may be, together with a copy of the petition and the affidavit if any filed in support thereof.

**110. Contents of winding-up order and order appointing Provisional Liquidator.**—An order to wind-up a company or for the appointment of a Provisional Liquidator shall contain at the foot thereof a note stating that it will be the duty of such of the persons as are liable to make out or concur in making out the company's statement of affairs under Section 454, to attend on the Official Liquidator



at such time and place as he may appoint and to give him all information he may require.

**111. Order to be sent to Official Liquidator and form of order.—**

(1) The order for winding-up shall be drawn up by the Registrar as soon as possible, and, after it is signed and sealed, two certified copies thereof duly sealed shall be sent to the Official Liquidator. The order shall be in Form No. 52 with such variations as may be necessary.

(2) Except where the company is the petitioner, the Official Liquidator shall cause a sealed copy of the order to be served upon the company by pre-paid registered post addressed at its registered office (if any), or, if there is no registered office, at its principal or last known principal place of business, or upon such other person or persons or in such manner as the Court may direct.

**112. Directions on making the winding-up order.—**At the time of making the winding-up order, or at any time thereafter, the Court shall give directions as to the advertisement of the order and the persons if any on whom the order shall be served and the persons if any to whom notice shall be given of the further proceedings in the liquidation, and such further directions as may be necessary.

**113. Advertisement of the order.—**Save as otherwise ordered by the Court, every order for the winding-up of a company by the Court, shall, within 14 days of the date of making the order, be advertised by the petitioner in one issue each of a newspaper in the English language and a newspaper in the regional language circulating in the State or the Union Territory concerned and shall be served by the petitioner upon such person, if any, and in such manner, as the Judge may direct. The advertisement shall be in Form No. 53.

**114. Official Liquidator to take charge of assets and books and papers of company.—**On a winding-up order being made, the Official Liquidator attached to the Court shall forthwith take into his custody or under his control all the property and effects and the books and papers of the company, and it shall be the duty of all persons having custody of any of the properties, books and papers of the company, to deliver possession thereof to the Official Liquidator.

**115. Form of proceedings after winding-up order is made.—**After a winding-up order is made, every subsequent proceeding in the winding-up shall bear the original number of the winding-up petition besides its own distinctive number, but against the name of the company in the cause title, the words 'in liquidation' shall appear in brackets.

**116. Application for stay of winding-up proceedings.—**An application under Section 466 for stay of proceedings in the winding up shall be made upon notice to the parties to the winding-up petition and to such other persons as the Court may direct, and where the application is made by any person other than the Official Liquidator, notice shall

be given to the Official Liquidator. Where an order is made staying proceedings, the order shall direct that the applicant shall forthwith file a certified copy thereof with the Registrar of Companies.

### APPLICATIONS UNDER SECTION 446

**117. Application for leave to commence or continue suit or proceeding.**—An application Under Section 446(1) for leave of the Court to commence or continue any suit or proceeding against the company shall be made upon notice to the Official Liquidator and the parties to the suit or proceeding sought to be commenced or continued.

**118. Application for transfer of suit or proceeding.**—(1) An application under Section 446(3) for the transfer to the Court of any suit or proceeding by or against the company pending in any other Court shall be made on notice to the Official Liquidator where he is not the applicant and to the parties to the suit or proceeding sought to be transferred.

(2) Where an order is made for the transfer of a suit or proceeding pending in any other Court to the Court, the Registrar of the Court shall transmit without delay a certified copy of the order to the Court in which such suit or proceeding is pending, and that Court shall, on receipt of the order, transmit the records of the suit or proceeding to the Court.

(3) Upon the making of an order for winding-up, all suits and proceedings by or against the company then pending or thereafter instituted in the Court or transferred to the Court, shall be assigned to and placed in the list of the Judge for the time being exercising jurisdiction under the Act.

### TRANSFER OF WINDING-UP PROCEEDINGS

**119. Application for transfer.**—(1) Where a winding-up order has been made by a High Court, an application for a direction that all subsequent proceedings in the winding up be had in a District Court subordinate to the High Court or in any other High Court or in a District Court subordinate thereto, shall be made to the High Court that made the winding-up order by the Official Liquidator of that Court, or by the Official Liquidator of the Court to which the proceedings are sought to be transferred, or by a creditor or contributory of the company.

(2) An application for the transfer of winding-up proceedings from a District Court to the High Court or to another District Court shall be made to the High Court by the Official Liquidator attached to the first mentioned District Court, or by the Official Liquidator attached to the High Court, or by a creditor or contributory of the company

(3) Notice of every application for transfer of winding-up proceedings shall be given to the Official Liquidators of both the Court from which, and the Court to which, the proceedings are sought to be transferred, and to the parties to the winding-up petition, and if so ordered by the Court, by advertisement in such newspapers as the Court may direct.

(4) An order transferring winding-up proceedings from the High Court to a District Court or from one District Court to another shall be in Form No. 54.

**120. Transmission of records upon transfer of proceeding.**—(1) Where an order is made transferring the winding-up proceedings in a High Court to another Court, the Registrar of the High Court shall, without delay, transmit the records of the proceedings together with a certified copy of the order of transfer to the Court to which the proceedings are transferred.

(2) Where the High Court makes an order withdrawing to its own file the winding-up proceedings in a District Court, the Registrar of the High Court shall forthwith forward a certified copy of the order to the said District Court, and that Court shall, on receipt of the order, despatch without delay the records of the proceedings to the High Court.

(3) Where the High Court makes an order transferring the winding-up proceedings in a District Court to another District Court, the Registrar of the High Court shall forthwith forward a certified copy of the order to each of the said District Courts, and the Court whose proceedings are transferred shall, on receipt of the order, despatch without delay the records of the proceedings to the District Court to which they are transferred.

**121. Proceedings to be re-numbered.**—Where proceedings are transferred, they shall receive a new distinctive number in the Court to which they are transferred, but below the new number in the cause-file, the previous number shall be shown in brackets as follows:

(Transferred Petition No. .... of 19 ..... of the High Court/District Court of .....).

**122. Notice to Official Liquidator.**—The Registrar of the Court to which the proceedings are transferred shall, on receipt of the order of transfer, give notice thereof to the Official Liquidator attached to the Court, and the said Official Liquidator shall thereupon give notice of the transfer to the Registrar of Companies.

**123. Official Liquidator of Transferee Court to be Liquidator.**—(1) Upon an order being made by the High Court, either of its own motion or upon application made to it as aforesaid, transferring the winding-up proceedings, the Official Liquidator attached to the Court to which the proceedings are transferred shall become the Liquidator of the company in the place of the official Liquidator of

the Court which made the winding-up order, and the winding-up proceedings shall be continued in the Court to which the proceedings are transferred in the same manner as if the Court had passed the order for winding-up.

(2) Upon the order for transfer being made, the Official Liquidator of the Court whose proceedings are transferred shall forthwith hand over and transfer to the Official Liquidator of the Court to which they are transferred, all the property and assets and the books and papers of the company in liquidation in his hands, subject to the retention out of the assets of the costs or expenses incurred by him prior to the transfer.

### STATEMENT OF AFFAIRS

**124. Notice to submit statement.**—A notice by the Official Liquidator requiring any of the persons mentioned in sub-Section (2) of Section 454 to submit and verify a statement of affairs of the company shall be in Form No. 55 and shall be served by the Official Liquidator as soon as may be after the order for winding-up or the order appointing the Official Liquidator as Provisional Liquidator is made.

**125. Application by Official Liquidator under Section 454(2).**—The Official Liquidator may apply by summons to the Court for an order directing any person who, in his opinion, is liable to furnish a statement of affairs under Section 454, to prepare and submit such a statement or concur in making the same. Notice of the application shall be served on the person against whom the order is sought. Where the Court makes the order, such order shall be in Form No. 56 with such variations as may be necessary.

**126. Preparation of statement of affairs.**—Any person who under Section 454 is required to submit and verify a statement as to the affairs of the company shall be furnished by the Official Liquidator with the necessary forms and shall be given such instructions and afforded such reasonable facilities for preparing the statement as the Official Liquidator may in his discretion consider necessary.

**127. Form of the statement.**—The statement as to the affairs of the company to be submitted under Section 454 shall be in Form No. 57 and shall be made out in duplicate, one copy of which shall be verified by affidavit. An affidavit of concurrence in the statement of affairs shall be in Form No. 58. The verified statement and the affidavit of concurrence, if any, shall be submitted to the Official Liquidator within the time prescribed by the Section, or, within such extended time not exceeding three months from the 'relevant date' as defined in the Section as the Official Liquidator or the Court may, for special reasons, appoint. The Official Liquidator shall cause the verified statement of affairs and the affidavit of concurrence if any to be filed in the Court and shall retain the duplicate thereof for his records.

**128. Extension of time for submitting statement.**—(1) Where any person required to submit a statement of affairs under Section 454 requires an extension of time for submitting the same, he shall apply in the first instance to the Official Liquidator who may, if he thinks fit, give a written certificate extending the time, which certificate shall be filed with the proceedings. The certificate shall be in Form No. 59.

(2) Where the Official Liquidator refuses to grant an extension of time for submitting the statement of affairs, the person required to submit the statement may apply to the Judge in Chambers for extension of time on notice to the Official Liquidator.

**129. Expenses of preparing the statement.**—(1) Any person required to make or concur in making any statement of affairs of the company, shall submit to the Official Liquidator for his sanction, a statement of the estimated costs and expenses of the preparation and making of the statement, and shall, after the submission of the statement of affairs, submit his bill of actual expenses.

(2) Except by order of the Court, no person shall be paid out of the assets of the company any costs or expenses which have not been sanctioned by the Official Liquidator, nor shall such costs and expenses be paid until the statement of affairs verified by affidavit has been submitted to the Official Liquidator.

(3) Any person who has made or concurred in making the said statement and affidavit and whose bill of costs and expenses has not been allowed in full by the Official Liquidator, may, within 14 days of the notice of the order of the Official Liquidator disallowing any part of his bill, apply by summons to the Judge in Chambers upon notice to the Official Liquidator for sanction of the amount disallowed or any part thereof and the Judge may pass such orders thereon as may seem just.

**130. Officers of company to attend and give information.**—The Official Liquidator may from time to time hold personal interviews with any such person as is mentioned in sub-section (2) of Section 454 for the purpose of investigating the company's affairs, and it shall be the duty of every such person to attend on the Official Liquidator at such time and place as the Official Liquidator may appoint and give the Official Liquidator all information that he may require and answer all such questions as may be put to him by the Official Liquidator. The Official Liquidator shall maintain minutes of the interviews held by him or memoranda containing the substance of such interviews.

**131. Duty of person making or concurring in statement.**—After the statement of affairs of the company has been submitted to the Official Liquidator it shall be the duty of every person who has made or concurred in making it, if and when required, to attend on the Official Liquidator and answer all such questions as may be put to him, and give all such further information as may be required of him by the Official Liquidator in relation to the statement of affairs.

**132. Default in complying with Section 454.**—Any default on the part of any person in complying with the requirements of Section 454 shall be reported to the Court by the Official Liquidator, and the Court may thereupon pass such orders or give such directions as it may think fit.

**133. Dispensing with statement of affairs.**—An application to dispense with the requirements of Section 454 shall be supported by a report of the Official Liquidator showing the special circumstances which, in his opinion, render such a course desirable. Where an order is made dispensing with the requirements the Court may give such consequential or other directions as it may think fit.

**134. Liquidator in voluntary winding-up or winding-up subject to supervision, to submit statement.**—Where before the making of the winding-up order the company was being wound-up voluntarily or subject to the supervision of the Court, the Official Liquidator may require any liquidator or liquidators in such winding-up to furnish him, not later than 14 days of his making the requisition, or such other time as he may fix, with a statement as to the manner in which the winding-up was conducted, how the assets of the company were dealt with, and the position of the liquidation on the date of the order for winding-up by the Court; and on the requisition being made, it shall be the duty of the liquidator or liquidators so required to furnish the statement within the time limited. Where the liquidator or liquidators fail to furnish the statement as required, the Official Liquidator may apply to the Court for such directions as may be necessary.

#### REPORTS BY OFFICIAL LIQUIDATOR UNDER SECTION 455 AND SUMMONS FOR DIRECTIONS

**135. Preliminary report by Official Liquidator.**—The preliminary report to be submitted by the Official Liquidator under sub-section (1) of Section 455 shall be in Form No. 60 with such variations as may be necessary.

**136. Inspection of statement and preliminary report.**—Every creditor or contributory, by himself or by his agent, shall be entitled to inspect the statement of affairs submitted under Section 454 or the statement submitted by a liquidator under Rule 134 of these Rules, and the preliminary report of the Official Liquidator submitted under Section 455 (1), on payment of a fee of Re. 1 and to obtain copies thereof or extracts therefrom on payment of the prescribed charges.

**137. Further Report by Official Liquidator.**—(1) Where the Official Liquidator makes a further report under sub-section (2) of Section 455, such report shall state whether in the opinion of the Liquidator, any fraud has been committed by any person in the promotion or formation of the company or by any officer in relation to the company since its formation, and shall set out the names of the persons by whom the fraud, in his opinion, was committed and the

facts on which such opinion is based. The report shall set out in a narrative form the facts and matters which the Liquidator desires to bring to the notice of the Court.

(2) Where the Official Liquidator makes a further report under sub-section (2) of Section 455, the Registrar shall fix a date for the consideration thereof by the Judge and notify the date on the notice board of the Court and to the Official Liquidator.

**138. Consideration of report by Court.**—The consideration of the report (or reports) made by the Official Liquidator pursuant to sub-section (2) of Section 455, shall be before the Judge in Chambers, and the Official Liquidator shall personally or by counsel attend the consideration thereof and give the Court any further information or explanation with reference to the matters contained therein which the Court may require. On a consideration of the report (or reports), the Court may pass such orders and give such directions as it may think fit including directions under Section 478.

**139. Summons for directions to be taken out by Official Liquidator.**—(1) As soon as practicable after the winding-up order is made and in any event not later than 7 days after the filing of his preliminary report under sub-section (1) of Section 455, the Official Liquidator shall take out a summons for directions with regard to the settlement of the list of contributories and the list of creditors and the exercise by the Official Liquidator of all or any of the powers under Section 457 (1) and any other matters requiring directions of the Court. Notice of the summons shall be given to the petitioner on whose petition the order for winding-up was made. Upon the hearing of the summons, the Court, after hearing the Official Liquidator and any other person appearing on notice or otherwise, may give such directions as it shall think fit in regard to the said matters, including the fixing of dates for the settlement of the list of contributories and for the filing of proofs by the creditors of the company in respect of their debts and their claims for priority if any under Section 530.

(2) Where the preliminary report of the Official Liquidator is not filed prior to the hearing of the summons and any of the matters in the summons cannot be properly or fully dealt with without a perusal of such report, the Court may adjourn the hearing of any such matter or matters on the summons until after the submission of the preliminary report.

#### COMMITTEE OF INSPECTION

**140. First meeting of creditors and contributories.**—The meetings of the creditors and contributories under Section 464 for the purpose of determining whether there shall be a Committee of Inspection, and if so, what shall be its composition, shall be convened, held and conducted in the manner hereinafter provided by these Rules for the holding and conducting of meetings of creditors and contributories.

**141. Official Liquidator to report result of meeting and apply for directions.**—(1) As soon as possible after the holding of the said meetings, the Official Liquidator shall report the result thereof to the Court. Such report shall be in Form No. 61.

(2) Where the meeting of the contributories has accepted in its entirety the decision of the creditors' meeting as regards the constitution and composition of a Committee of Inspection and the persons who are to be members thereof, a Committee shall, subject to the provisions of Section 465 (1), be constituted in accordance with such decision, and the Official Liquidator shall set out in his report the names of the members of the Committee so constituted.

(3) Where the meeting of the contributories has not accepted the decision of the creditors' meeting in its entirety, the Official Liquidator shall, at the time of making his report as aforesaid, apply to the Court for directions as to whether there shall be a Committee of Inspection, and if so, what shall be its composition, and who shall be the members thereof, and the Court shall thereupon fix a date for the consideration of the resolutions and determinations of the meetings of the creditors and contributories. Notice of the date so fixed shall be advertised by the Official Liquidator in such manner as the Court shall direct not less than 7 days before the date fixed. The advertisement shall be in Form No. 62.

(4) On the date fixed for hearing of the said application for directions, the Court may, after hearing the Official Liquidator and any creditor or contributory who may appear, appoint a Committee of Inspection, or dispense with the appointment of a Committee of Inspection, or pass such orders or give such directions in the matter, as the Court may think fit.

**142. Application for order not to fill vacancy in Committee.**—An application by the Official Liquidator under the proviso to sub-section (9) of Section 465 for an order that a vacancy occurring in the Committee of Inspection shall not be filled shall be made upon notice to the remaining members of the Committee of Inspection and such other persons as the Court may direct.

**143. Liquidator and members of the Committee dealing with company's assets.**—Neither the Liquidator nor any member of the Committee of Inspection shall, while acting as liquidator or member of such committee in any winding-up, either directly or indirectly, by himself or any employer, partner, clerk, agent, servant, or relative, become purchaser of any part of the company's assets, except by leave of the Court. Any such purchase made contrary to the provisions of this Rule may be set aside by the Court on the application of the Liquidator or of a creditor or contributory, as the case may be, and the Court may make such order as to costs as it may think fit.

**144. Committee of Inspection not to make profit.**—No member of the Committee of Inspection shall, except under and with the sanction of the Court, directly or indirectly, by himself, or any employer,



partner, clerk, agent, servant or relative, be entitled to derive any profit from any transaction arising out of the winding-up or to receive out of the assets any payment for services rendered by him in connection with the administration of the assets, or for any goods supplied by him to the Liquidator for or on account of the company. Where any profit or payment has been made contrary to the provisions of this Rule such payment shall be disallowed or the profit shall be recovered, as the case may be, on the audit of the Liquidator's accounts or otherwise.

**145. Costs of obtaining sanction of Court.**—In any case in which sanction of the Court is obtained under the last two preceding Rules, the costs of obtaining such sanction shall be borne by the person in whose interest such sanction is obtained and shall not be payable out of the company's assets.

**146. Order sanctioning payment to Committee.**—Where the sanction of the Court to a payment to a member of the Committee of Inspection for services rendered by him in connection with the administration of the company's assets is obtained, the order of the Court shall specify the nature of the services, and such sanction shall only be given where the service performed is of a special nature. Except by the express sanction of the Court, no remuneration shall be paid to a member of the Committee for services rendered by him in the discharge of the duties attaching to his office as a member of such Committee.

#### DEBTS AND CLAIMS AGAINST COMPANY

**147. Fixing a date for proving debts.**—Subject to the provisions of the Act, and in a winding-up by the Court, subject to the directions of the Court, the Official Liquidator in a winding-up by the Court shall, and the Liquidator in any other winding-up may, fix a certain day, which shall be not less than 14 days from the date of the notice to be given under the next succeeding Rule, on or before which the creditors of the company are to prove their debts or claims and to establish any title they may have to priority under Section 530, or to be excluded from the benefit of any distribution made before such debts or claims are proved, or, as the case may be, from objecting to such distribution.

**148. Notice to creditors.**—(1) The Liquidator shall give not less than 14 days' notice of the date so fixed by advertisement in one issue of a daily newspaper in the English language and one issue of a daily newspaper in the regional language circulating in the State or Union Territory concerned, as he shall consider suitable. Such advertisement shall be in Form No. 63.

(2) The Liquidator shall also give not less than 14 days' notice of the date fixed, in a winding-up by the Court, to every person mentioned in the statement of affairs as a creditor, who has not proved his debt, and to every person mentioned in the statement of affairs as a preferential creditor, whose claim to be a preferential creditor has

not been established or is not admitted, or, where there is no statement of affairs, to the creditors as ascertained from the books of the company, and, in any other winding-up, to each person who, to the knowledge of the Liquidator, claims to be a creditor or preferential creditor of the company and whose claim has not been admitted, to the last known address or place of abode of such person. Such notice shall be in Form No. 64 or 65 as the case may be, and shall be sent to each creditor by pre-paid letter post under certificate of posting.

(3) All the Rules hereinafter set out as to the admission or rejection of proofs shall apply with the necessary variations to any claim to priority as a preferential creditor.

**149. Proof of debt.**—(1) In a winding-up by the Court, every creditor shall, subject as hereinafter provided, prove his debt, unless the Judge in any particular case directs that any creditors or class of creditors shall be admitted without proof.

(2) Formal proof of the debts mentioned in paragraph (d) of sub-Section (1) of Section 530 shall not be required, unless the Official Liquidator shall in any special case otherwise direct, in a winding-up by the Court.

**150. Mode of proof and verification thereof.**—A debt may be proved by delivering or sending by post to the Liquidator, an affidavit verifying the debt made by the creditor or by some person authorised by him. If the affidavit is made by a person authorised by the creditor, it shall state the authority and means of knowledge of the deponent. A creditor need not attend upon the investigation unless required to do so by the Liquidator.

**151. Contents of proof.**—An affidavit proving a debt shall contain or refer to a statement of account showing the particulars of the debt, and shall specify the vouchers, if any, by which the same can be substantiated. The affidavit shall state whether the creditor is a secured creditor, or a preferential creditor, and if so, shall set out the particulars of the security or of the preferential claim. The affidavit shall be in Form No. 66.

**152. Workmen's wages.**—In any case where there are numerous claims for wages or accrued holiday remuneration by workmen and others employed by the company, it shall be sufficient if one proof in Form No. 67 for all such claims is made either by a foreman or some other person on behalf of all such creditors. Such proof shall have annexed thereto as forming part thereof, a schedule setting forth the names of the workmen and others and the amounts severally due to them. Any proof made in compliance with this Rule shall have the same effect as if separate proofs had been made by each of the said workmen and others.

**153. Production of bills of exchange and promissory notes.**—Where a creditor seeks to prove in respect of a bill of exchange, promissory note or other negotiable instrument or security of a like nature on which

the company is liable, such bill of exchange, note, instrument or security shall be produced before the Liquidator and be marked by him before the proof is admitted.

**154. Value of debts.**—The value of all debts and claims against the company shall, as far as is possible, be estimated according to the value thereof at the date of the order of the winding-up of the company or where before the presentation of the petition for winding-up, a resolution has been passed by the company for voluntary winding-up, at the date of the passing of such resolution.

**155. Discount.**—A creditor proving his debt shall deduct therefrom all trade discounts, if any.

**156. Interest.**—On any debt or sum certain, payable at a certain time or otherwise, whereon interest is not reserved or agreed for, and which is overdue at the date of the winding-up order, or the resolution as the case may be, the creditor may prove for interest at a rate not exceeding four per cent per annum up to that date from the time when the debt or sum was payable, if the debt or sum is payable by virtue of a written instrument at a certain time, and if payable otherwise, then from the time when a demand in writing has been made, giving notice that interest will be claimed from the date of demand until the time of payment.

**157. Periodical payments.**—When any rent or other payment falls due at stated periods, and the order or resolution to wind-up is made at any time other than one of those periods, the persons entitled to the rent or payment may prove for a proportionate part thereof up to the date of winding-up order or resolution as if the rent or payment accrued due from day to day. Provided that where the Liquidator remains in occupation of the premises demised to a company which is being wound-up, nothing herein contained shall prejudice or affect the right of the landlord of such premises to claim payment by the company, or the liquidator, of rent during the period of the company's or liquidator's occupation.

**158. Proof of debt payable at a future time.**—A creditor may prove for a debt not payable at the date of the winding-up order or resolution, as if it were payable presently, and may receive dividends equally with the other creditors, deducting only thereout a rebate of interest at the rate of four per cent per annum computed from the date of declaration of the dividend to the time when the debt would have become payable according to the terms on which it was contracted.

**159. Examination of proof.**—The Liquidator shall, with all convenient speed, examine every proof of debt lodged with him and the grounds of the debt. He may call for the production of the vouchers if any referred to in the affidavit of proof or require further evidence in support of the debt. If he requires further evidence, or requires that the creditor should attend the investigation in person, he shall fix a day and time at which the creditor is required to attend or to produce further evidence and send a notice to such creditor in Form No. 68

by pre-paid registered post so as to reach him not later than 7 days before the date fixed.

**160. Official Liquidator's right to summon any person in connection with the investigation.**—The Official Liquidator in a winding-up by the Court may summon any person whom he may deem capable of giving information respecting the debts to be proved in liquidation and may require such person to produce any documents in his custody or power relating to such debts and shall tender with the summons such sum as appears to the Official Liquidator sufficient to defray the travelling and other expenses of the person summoned for one day's attendance. Where the person so summoned fails without lawful excuse to attend or produce any documents in compliance with the summons or avoids or evades service, the Official Liquidator may apply to the Court for the issue of a warrant for the apprehension of such person and the production before him of such documents as may be required, or for other appropriate orders.

**161. Oaths.**—For the purpose of his duties in relation to the admission of proof of debts, the Official Liquidator may administer oaths and take affidavits.

**162. Costs of proof.**—Unless otherwise ordered by the Judge, a creditor shall bear the costs of proving his debt.

**163. Acceptance or rejection of proof to be communicated.**—After such investigation as he may think necessary, the Liquidator shall in writing admit or reject the proof in whole or in part. Every decision of the Liquidator accepting or rejecting a proof, either wholly or in part, shall be communicated to the creditor concerned by post under certificate of posting where the proof is admitted and by registered post for acknowledgement where the proof is rejected wholly or in part, provided that it shall not be necessary to give notice of the admission of a claim to a creditor who has appeared before the Liquidator and the acceptance of whose claim has been communicated to him or his agent in writing at the time of acceptance. Where the Liquidator rejects a proof, wholly or in part, he shall state the grounds of the rejection to the creditor in Form No. 69. Notice of admission of proof shall be in Form No. 70.

**164. Appeal by creditor.**—If a creditor is dissatisfied with the decision of the Liquidator in respect of his proof, the creditor may, not later than 21 days from the date of service of the notice upon him of the decision of the Liquidator, appeal to the Court against the decision. The appeal shall be made by a Judge's summons, supported by an affidavit which shall set out the grounds of such appeal, and notice of the appeal shall be given to the Liquidator. On such appeal, the Court shall have all the powers of an appellate Court under the Code.

**165. Procedure where creditor appeals.**—(1) The Liquidator shall, upon receiving notice of the appeal against a decision rejecting a proof wholly or in part, file with the Registrar such proof with the order containing the grounds of rejection.

(2) It shall be open to any creditor or contributory to apply to the Court for leave to intervene in the appeal, and the Court may, if it thinks fit, grant the leave subject to such terms and conditions as may be just. Where such leave has been granted notice of the hearing of the appeal shall be given to such creditor or contributory.

**166. Official Liquidator not to be personally liable for costs.**—The Official Liquidator shall in no case be personally liable for costs in relation to an appeal from his decision rejecting any proof wholly or in part.

**167. Proofs and list of creditors to be filed in Court.**—In a winding up by the Court, the official Liquidator shall, within three months from the date fixed for the submission of proofs under Rule 147 of these Rules or such further time as the Court may allow, file in Court a certificate in Form No. 71 containing a list of the creditors who submitted to him proofs of their claims in pursuance of the advertisement and the notices referred to in Rule 148, the amounts of debt for which they claimed to be creditors, distinguishing in such list the proofs admitted wholly, the proofs admitted or rejected in part, and the proofs wholly rejected. The proofs, with the memorandum of admission or rejection of the same in whole or in part as the case may be endorsed thereon, shall be filed in Court along with the certificate.

**168. List of creditors not to be varied.**—The list as certified by the Official Liquidator and filed in Court shall be the list of the creditors of the company, and shall not be added to or varied except under orders of Court and in accordance with such orders. Where an order is made adding to or varying the list of creditors, the Official Liquidator shall amend the list in accordance with such order.

**169. Notice of filing the list and inspection of the same.**—Upon the filing of the certificate containing the list of creditors as settled by the Official Liquidator, the Registrar shall notify the filing thereof on the Court notice board, and the certificate and the list of creditors as settled and the proofs relating thereto shall be open to the inspection of every creditor or contributory on payment of a fee of one rupee.

**170. Procedure in the District Court regarding proof of claims.**—Rules 163 to 169 of these Rules shall not apply to proceedings in a winding-up in the District Court and in lieu thereof Rules 171 to 175 of these Rules shall apply.

**171. List of proofs and summons for directions.**—Where the winding-up is in a District Court, the Official Liquidator attached to the Court shall, after such investigation as he may think necessary, make out and file in the Court, within two months of the date fixed for the submissions of proofs under Rule 147 of these Rules, or within such extended time as the Court may allow, a list verified by his affidavit of all the debts and claims sent to him, distinguishing in such list which of the debts and claims or parts thereof are in his belief justly due and proper to be allowed without further evidence, with the reasons

for his belief, and which of them ought to be proved by the creditors, and shall also file with the list all the proofs and the evidence received by him from the several creditors in connection with their claims. He shall at the same time take out a summons for the settlement of the list of creditors by the Court. The affidavit verifying the list shall be in Form 72 and the summons shall be in Form No. 73.

**172. Direction at hearing of summons.**—It shall not be necessary to issue notice of the summons in the first instance and the summons shall be posted before the Court for directions together with the list of creditors and the affidavit verifying the same, filed by the Official Liquidator. Upon the hearing thereof, the Court may allow such of the debts and claims or such parts thereof as in the opinion of the Court do not require further proof, and shall require further proof of such of the debts and claims or parts thereof as in the opinion of the Court require to be proved by the claimants. The Court shall fix a date for the adjudication of the claims which are to be proved, and shall adjourn the summons to the date so fixed.

**173. Notice to be given to creditors.**—Not less than 14 days before the date fixed for the proof of claims under the last preceding Rule, the Official Liquidator shall give notice by registered post individually to each of the creditors who are required to prove their debts or claims or parts thereof, as the case may be, to come in and prove before the Court on the date fixed. Such notice shall be in Form No. 74. The Official Liquidator shall also give notice of the admission of their claims by post individually to the creditors whose claims have been admitted.

**174. Settlement of list of creditors.**—On the date fixed or on any adjourned date, the Court shall, after hearing such evidence as may be tendered, adjudicate upon the claims and settle the list of creditors. The settlement of the list of creditors shall be recorded in a certificate signed by the Judge in Form No. 75.

**175. Inspection of the list of creditors and the proofs filed.**—The list of creditors as settled and the proofs filed shall be open to the inspection of every creditor and contributory on payment of a fee of one rupee.

**176. Expunging of proof.**—(1) If after the admission of a proof, the Liquidator has reason to think that the proof has been improperly admitted or admitted by a mistake, he may apply to the Court upon notice to the creditor who made the proof, to expunge the proof or reduce its amount, as the case may be.

(2) Any creditor or contributory may also apply to the Court to expunge a proof or reduce the amount thereof, if the Liquidator declines to move in the matter, and on such application, the Court may pass such orders as it may think just.

**177. Procedure on failure to prove the debt within the time fixed.**—If any creditor fails to file proof of his debt with the Liquidator within the time specified in the advertisement referred to in Rule 148, such creditor may apply to the Court for relief, and the court may, thereupon, adjudicate upon the debt or direct the Liquidator to do so.

**178. Right of creditor who has not proved debt before declaration of dividend.**—Any creditor who has not proved his debt before the declaration of any dividend or dividends shall be entitled to be paid out of any money for the time being in the hands of the Liquidator available for distribution of dividend, any dividend or dividends which he may have failed to receive before that money is applied to the payment of any future dividend or dividends, but he shall not be entitled to disturb the distribution of any dividend declared before his debt was proved by reason that he has not participated therein.

**179. Payment of subsequent interest.**—In the event of there being a surplus after payment in full of all the claims admitted to proof, creditors whose proofs have been admitted shall be paid interest from the date of the winding-up order or of the resolution as the case may be, up to the date of the declaration of the final dividend, at a rate not exceeding 4 per cent. per annum, on the admitted amount of the claim, after adjusting against the said amount the dividends declared as on the date of the declaration of each dividend.

#### SETTLEMENT OF THE LIST OF CONTRIBUTORIES IN A WINDING-UP BY THE COURT

**180. Provisional list of contributories.**—(1) Unless the Court dispenses with the settlement of a list of contributories, the Official Liquidator shall prepare and file in the Court not later than 21 days after the date of the order on the application for directions referred to in Rule 139 of these Rules, a provisional list of contributories of the company, with their names and addresses, the number of shares or the extent of interest to be attributed to each contributory, the amount called up and the amount paid up in respect of such shares or interest, and distinguishing in such list the several classes of contributories.

(2) The list shall consist of every person who was a member of the company at the commencement of the winding-up or his representative, and shall be divided into two parts, the first part consisting of those who are contributories in their own right, and the second part, of those who are contributories as being representatives of, or liable for the debts of, others. The list shall be in Form No. 76.

**181. Notice to be given of date of settlement of list.**—(1) Upon the filing of the provisional list, the Official Liquidator shall, subject to any directions of the Judge on the application for directions referred to in Rule 139 of these Rules, fix a date not later than one month from the date of the filing of the provisional list for the settlement of the list before him, and shall give notice thereof to every person included in such list, stating in such notice in what character and for what number of shares or extent of interest such person is included in the list, the amount called up and the amount paid up in respect of such shares or interest. Such notice shall be in Form No. 77 and shall be sent by pre-paid letter post under certificate of posting to every person included in the list at the address mentioned

therein so as to reach him in the ordinary course of post not later than 14 days before the date fixed for the settlement.

(2) The person who posted the notices shall swear to an affidavit in Form No. 78 relating to the despatch thereof and the affidavit shall be filed with the proceedings.

**182. Settlement of the list.**—On the date fixed for the settlement of the list, the Official Liquidator shall hear any person who objects to being settled as a contributory or to being settled as a contributory in such character or for such number of shares or extent of interest as is mentioned in the provisional list, and after such hearing, shall finally settle the list. The list when so settled shall be the list of contributories of the company.

**183. Certificate of final settlement to be filed in Court.**—Within 7 days after the settlement of the list the Official Liquidator shall file in Court a certificate of the list of contributories as finally settled by him. Such certificate shall be in Form No. 79.

**184. Notice of settlement to contributories.**—(1) Upon the filing of the certificate, the Official Liquidator shall forthwith give notice to every person placed on the list of contributories as finally settled, stating in what character and for what number of shares or interest he has been placed on the list, what amount has been called up and what amount paid up in respect of such shares or interest, and in the notice he shall inform such person that any application for the removal of his name from the list or for a variation of the list, must be made to the Court within 21 days from the date of service on the contributory of such notice. Such notice shall be in Form No. 80, and shall be sent to each person settled on the list by pre-paid registered post for acknowledgment at the address mentioned in the list as settled.

(2) An affidavit of service relating to the despatch of the notices to the contributories under this Rule shall be sworn to by the persons who despatched the said notices and shall be filed in Court within 14 days of the filing by the Official Liquidator of his certificate of the list of contributories under Rule 183 of these rules. Such affidavit shall be in Form No. 81.

**185. Supplemental list of contributories.**—The Official Liquidator may from time to time add to the list of contributories by a supplemental list or lists and any such addition shall be made in the same manner in all respects as the settlement of the original list. A supplemental list shall be in Form No. 82.

**186. Variation of the list.**—(1) Save as provided in the last preceding Rule, the certificate of the list of contributories shall not be varied, and no person settled on the list as a contributory shall be removed from the list, or his liability in any way varied, except by order of Court and in accordance with such orders.



(2) Where the Court makes an order varying the list of contributories, the Official Liquidator shall amend the list in accordance with the order of the Court.

**187. Application by Official Liquidator for rectification of list.**—If after the settlement of the list of contributories the Official Liquidator has reason to think that a contributory who had been included in the provisional list has been improperly or by mistake excluded or omitted from the list of contributories as finally settled or that the character in which or the number of shares or extent of interest for which he has been included in the list as finally settled or any other particular contained therein requires rectification in any respect, he may, upon notice to the contributory concerned, apply to the Court for such rectification of the list as may be necessary and the Court may, on such application, rectify or vary the list as it may think fit.

**188. Application by contributory to vary the list.**—Subject to the power of the Court to extend the time or to allow an application to be made notwithstanding the expiration of the time limited for that purpose, no application to the Court by any person who objects to his being settled on the list of contributories as finally settled by the Official Liquidator shall be entertained after the expiration of 21 days from the date of service on such person of the notice of the settlement of the list. An order varying a list of contributories shall be in Form No. 83, and an order rectifying the Register of Members and the list of contributories shall be in Form No. 84.

**189. Official Liquidator not to be personally liable for costs.**—The Official Liquidator shall not in any case be personally liable to pay any costs of, or in relation to, an application to set aside or vary his act or decision settling the name of a person on the list of contributories of a company.

**190. Settlement of the list of contributories in District Courts.**—Where winding-up proceedings are had in a District Court, the Court shall settle the list of contributories and Rules 181 to 189 of these Rules shall not apply and in lieu thereof Rules 191 to 194 of these Rules shall apply to proceedings in a District Court.

**191. Notice to be given of date of settlement.**—(1) In a District Court, upon the filing of the provisional list of contributories mentioned in Rule 180, the Official Liquidator shall obtain an appointment from the Judge to settle the list, and shall give notice of the date appointed to every person included in such list, stating in such notice in what character and for what number of shares or extent of interest such person is included in the list, the amount called up and the amount paid up in respect of such shares or interest, and informing such person by such notice that if he intends to object to his being settled as a contributory in such character and for such number of shares or interest as mentioned in the list, he should file in Court his affidavit if any in support of his contention, and serve a copy of the

same on the Official Liquidator not less than 2 days before the date fixed for the settlement, and appear before Court on the date appointed for the settlement in person or by advocate. Such notice shall be in Form No. 85, and shall be sent by registered post for acknowledgment to every person included in the list so as to reach him in the ordinary course of post not less than 14 days before the date fixed for the settlement.

(2) The person who posted the notices shall swear to an affidavit in Form No. 78 relating to the despatch thereof, and file the same in Court not later than 2 days before the date fixed for the settlement of the list.

**192. Settlement of the list.**—On the date appointed for the settlement of the list, the Court shall hear any person who objects to being settled as a contributory or as a contributory in such character or for such number of shares or extent of interest as is mentioned in the list, and after such hearing, shall finally settle the list. The list when settled shall be certified by the Judge under his signature and shall be in Form No. 86.

**193. Supplemental list of contributories.**—The Court may from time to time add to the list of contributories by a supplemental list or lists and any such addition shall be made in the same manner in all respects as the settlement of the original list.

**194. Application for rectification of list.**—If after the settlement of the list of contributories the Official Liquidator has reason to think that a contributory who had been included in the provisional list has been improperly or by mistake excluded or omitted from the list of contributories as finally settled or that the character in which or the number of shares or extent of interest for which he has been included in the list as finally settled or any other particular contained therein, requires rectification in any respect, he may, upon notice to the contributory concerned, apply to the Court for such rectification of the list as may be necessary, and the Court may, on such application, rectify or vary the list as it may think fit.

**195. List of contributories consisting of past members.**—It shall not be necessary to settle a list of contributories consisting of the past members of a company unless so ordered by the Court. Where an order is made for settling a list of contributories consisting of the past members of a company, the provisions of these Rules shall apply to the settlement of such list in the same manner as they apply to the settlement of the list of contributories consisting of the present members.

**196. List of contributories under Section 104(1)(b).**—Where, on the application of a creditor made under Section 104(1) (b) the Court thinks fit to direct that a list of persons liable to contribute to his debt or claim be settled, such list shall be settled in the same manner as a list of ordinary contributories of a company in a winding-up.

**GENERAL MEETINGS OF CREDITORS AND CONTRIBUTORIES  
IN A WINDING-UP BY COURT AND OF CREDITORS IN  
A CREDITORS' VOLUNTARY WINDING-UP**

**197. 'Court meetings', 'Liquidator's meetings' and 'Voluntary Liquidation meetings'.—**(1) In addition to the meetings of creditors and contributories which may be directed to be held by the Court under Section 557, hereinafter referred to as Court meetings of creditors and contributories, the Official Liquidator may, in a winding-up by the Court, as and when he thinks fit, summon and hold meetings of the creditors and contributories, hereinafter referred to as Liquidator's meetings of creditors and contributories, for the purpose of ascertaining their wishes in all matters relating to the winding-up and such meetings shall be summoned, held and conducted in the manner provided by these Rules and subject to the control of the Court.

(2) In a creditors' voluntary winding-up, the liquidator may himself from time to time summon, hold and conduct meetings of creditors for the purpose of ascertaining their wishes in all matters relating to the winding-up—(Such meetings and all meetings of creditors which a liquidator of a company is by the Act required to convene in or immediately before such a voluntary winding-up and all meetings convened by a creditor in a voluntary winding-up under these Rules are hereinafter called voluntary liquidation meetings).

**198. Application of Rules to meetings.—**Except where and so far as the nature of the subject matter or the context may otherwise require, the Rules as to meetings as hereinafter set out shall apply to Court meetings, Liquidator's meetings of creditors and contributories and voluntary liquidation meetings, provided that in the case of Court meetings, the Rules shall apply only subject to any directions given by the Court.

**199. Notice of meeting.—**(1) The liquidator shall summon all meetings of creditors and contributories by giving not less than 14 days notice of the time and place appointed for the meeting by advertisement in one daily newspaper in the English language and one daily newspaper in the regional language circulating in the State or Union Territory concerned as the liquidator may consider suitable, and by sending individually to every creditor of the company notice of the meeting of creditors, and to every contributory of the company notice of the meeting of contributories, by prepaid letter post under certificate of posting so as to reach such person in the ordinary course of post not less than 14 days before the date fixed for the meeting

(2) The notice to each creditor shall be sent to the address given in his proof or, if he has not proved, to the address given in the statement of affairs, or, if there is no statement of affairs, to the address given in the books of the company, or to such other address as may be known to the person summoning the meeting. The notice to each contributory shall be sent to the address mentioned in the

books of the company as the address of such contributory or to such other address as may be known to the person summoning the meeting.

(3) In the case of meetings under Section 506, the continuing liquidator, or if there is no continuing liquidator, any creditor may summon the meeting.

(4) The notices shall be in such of the Forms Nos. 87 to 91 as may be appropriate, and Forms Nos. 90 and 91 may be used suitably altered in the case of voluntary liquidation meetings.

(5) This Rule shall not apply to meetings under Section 500 or 509.

**200. Place and time of meeting.**—Every meeting shall be held at such place and time as the person convening the same considers most convenient for the majority of the creditors or contributories or both. Different times or places or both may, if thought fit, be appointed for the meetings of creditors and the meetings of contributories.

**201. Notice of first or other meeting to officers of company.**—(1) In a winding-up by the Court, the Official Liquidator shall also give to each of the officers of the company, who in his opinion ought to attend the first or any other meeting of creditors or contributories, fourteen days' notice of the time and place appointed for such meeting. The notice may either be delivered personally or sent by registered post for acknowledgment as may be convenient. It shall be the duty of every officer who receives notice of such meeting to attend if so required by the Liquidator, and if any such officer fails to attend, the Liquidator may report such failure to the Court. Such notice shall be in Form No. 92.

(2) The Official Liquidator, if he thinks fit, may, instead of requiring any of the officers of the company to attend the meeting as aforesaid, require such officer to answer any interrogatories or to furnish in writing any information that he may require for purposes of such meeting, and if such officer fails to answer the interrogatories or furnish such information, he shall report such failure to the Court.

**202. Proof of notice.**—An affidavit by the clerk of the Official Liquidator, or by any person who sent the notices, that such notices have been duly sent, shall be sufficient evidence of the notices having been sent to the persons to whom the same were addressed. In the case of Court meetings, the affidavit shall be filed in Court and in the case of Liquidator's meetings, the affidavit shall be filed with the Official Liquidator. Such affidavit shall be in Form No. 93.

**203. Costs of calling meetings at instance of creditor or contributory.**—Where a creditor or contributory desires the liquidator to convene a meeting, the liquidator may require such creditor or contributory to deposit as a condition precedent thereto a sum sufficient for the costs thereof, to be computed as hereinafter provided; and on any application to the Court by a creditor or contributory to direct the

Liquidator to convene a meeting, the Judge may, if he thinks fit, require the applicant to deposit a similar sum for such costs. Such sum shall include all disbursements necessary to be made for printing, stationery, postage and hire of room, to be calculated at the rate of Rs. 1/- for each creditor or contributory up to the first 25 creditors or contributories, 50 naye Paise for each creditor or contributory for the next 75 creditors or contributories, 25 naye Paise for each creditor or contributory above the first 100 creditors or contributories. The sum so deposited shall be repaid to the person depositing the same out of the assets of the company, if the Court shall by order, or if the creditors shall by resolution, so direct.

This Rule shall not apply to meetings to be summoned by the Official Liquidator under Section 460(3)(b) or to a meeting summoned at the instance of a creditor under Section 506.

**204. Chairman of meeting.**—Where a meeting is summoned by the liquidator, the liquidator, or some person nominated by him, shall be the chairman of the meeting. The nomination shall be in Form No. 94. At every other meeting of creditors or contributories, not being Court meetings of creditors and contributories, the chairman shall be such person as the meeting by resolution shall appoint. This Rule shall not apply to meetings under Section 500.

**205. Resolution at creditors' meeting.**—At a meeting of creditors, a resolution shall be deemed to be passed, when a majority in number and value of the creditors present personally or by proxy, and voting on the resolution, have voted in favour of the resolution. In a winding-up by the Court, the value of a creditor shall, for the purposes of a first meeting of the creditors or of a meeting held under Section 464, be deemed to be the value as shown in the books of the company, or the amount mentioned in his proof, whichever is less, and for the purposes of any other meeting, the value for which the creditor has proved his debt or claim.

**206. Resolution contributories' meeting.**—At a meeting of the contributories, a resolution shall be deemed to be passed when a majority in number and value of the contributories present personally or by proxy and voting on the resolution have voted in favour of the resolution. The value of the contributories shall be determined according to the number of votes to which each contributory is entitled as a member of the company under the provisions of the Act, or the regulations of the company, as the case may be.

**207. Copies of resolutions to be filed.**—In a winding-up by the Court, the Official Liquidator shall file in Court a copy certified by him of every resolution passed at a meeting of creditors or contributories. The Registrar shall keep in each case a file of such resolutions.

**208. Non-receipt of notice by a creditor or contributory.**—Where a meeting of creditors or contributories is summoned by notice, the proceedings and resolutions at the meeting shall, unless the Court otherwise orders, be valid notwithstanding that some creditors or contributories may not have received the notice sent to them.

209. **Adjournments.**—The chairman may, with the consent of the meeting, adjourn it from time to time, but the adjourned meeting shall be held at the same place as the original meeting unless in the resolution for adjournment another place is specified or unless the Court otherwise orders.

210. **Quorum.**—A meeting may not act for any purpose except for adjournment thereof unless there are present or represented three in the case of a creditors' meeting at least three creditors entitled to vote or in the case of a meeting of contributories at least three contributories, or all the creditors entitled to vote or all the contributories if the number of creditors entitled to vote or the number of contributories as the case may be shall not exceed three.

211. **Procedure in the absence of quorum.**—If, within half an hour from the time appointed for the meeting, a quorum of creditors or contributories, as the case may be, is not present or represented, the meeting shall be adjourned to the same day in the following week at the same time and place, or to such other day, or time or place as the chairman may appoint, but the day appointed shall be not less than 7 or more than 14 days from the day from which the meeting was adjourned. If at such adjourned meeting, a quorum be not present, two creditors or contributories present in person shall form a quorum and may transact the business for which the meeting was convened.

212. **When creditor can vote.**—In the case of a meeting of creditors held under Section 464 or of any adjournment thereof, a person shall not be entitled to vote as a creditor unless he has duly lodged with the Official Liquidator, not later than the time mentioned for that purpose in the notice convening the meeting, a proof of the debt which he claims to be due to him from the company. In the case of other meetings of creditors a person shall not be entitled to vote as a creditor unless he has lodged with the Official Liquidator a proof of the debt which he claims to be due to him from the company and such proof has been admitted wholly or in part before the date on which the meeting is held.

Provided that this Rule and the next four following Rules shall not apply to a Court meeting of creditors held prior to the meeting of creditors under Section 464.

Provided further that this Rule shall not apply to any creditors or class of creditors who by virtue of these Rules or any directions given thereunder are not required to prove their debts, or to any voluntary liquidation meetings.

213. **Cases in which creditors may not vote.**—A creditor shall not vote in respect of any unliquidated or contingent debt or any debt the value of which is not ascertained, nor shall a creditor vote in respect of any debt on or secured by a current bill of exchange or promissory note held by him unless he is willing to treat the liability to him thereon of every person who is liable thereon antecedently to the company, and against whom no order of adjudication has been made,

as a security in his hands, and to estimate the value thereof, and for the purposes of voting, but not for purposes of dividend, to deduct it from his proof.

**214. When secured creditor can vote.**—(1) For the purposes of voting at a meeting, in a winding-up by the Court, a secured creditor shall, unless he surrenders his security, state in his proof the particulars of his security, the date when it was given and the value at which he assesses it, and shall be entitled to vote only in respect of the balance due to him, if any, after deducting the value of his security.

(2) For the purposes of voting at any voluntary liquidation meetings, a secured creditor shall, unless he surrenders his security, lodge with the liquidator, or where there is no liquidator, at the registered office of the company, before the meeting, a statement giving the particulars of his security, the date when it was given and the value at which he assesses it, and shall be entitled to vote only in respect of the balance due to him, if any, after deducting the value of his security.

**215. Effect of voting by a secured creditor.**—If a secured creditor votes in respect of his whole debt, he shall be deemed to have surrendered his security, unless the Court on application is satisfied that the omission to value the security was due to inadvertence.

**216. Procedure when secured creditor votes without surrendering security.**—The liquidator may within 28 days from the date of the meeting at which a secured creditor voted on the basis of his valuation of the security, require him to give up the security for the benefit of the creditors generally on payment of the value so estimated by him, and may, if necessary, apply to the Court for an order to compel such creditor to give up the security.

Provided that the Court may, for good cause shown, permit a creditor to correct his valuation before being required to give up the security, upon such terms as to costs as the Court may consider just.

**217. Admission or rejection of proofs for purposes of voting.**—The chairman shall have power to admit or reject a proof for the purpose of voting, but his decision shall be subject to appeal to the Court. If he is in doubt whether a proof shall be admitted or rejected, he shall mark it as objected to and allow the creditor to vote subject to the vote being declared invalid in the event of the objection being sustained.

**218. Minutes of proceedings.**—(1) The chairman shall cause minutes of the proceedings at the meeting to be drawn up and fairly entered in the Minutes Book and the minutes shall be signed by him or by the chairman of the next meeting.

(2) A list of creditors and contributories present at every meeting shall be made and kept as in Form No. 95.

**219. Report of Court meetings.**—Where a meeting is summoned under the direction of the Court, the chairman shall, within the time fixed by the Court, or if no time is fixed, within 7 days of the conclusion of the meeting, report the result thereof to the Court. Such report shall be in Form No 96.

#### PROXIES IN RELATION TO A WINDING-UP BY COURT AND TO MEETINGS OF CREDITORS IN A CREDITORS' VOLUNTARY WINDING-UP

**220 Voting by proxies.**—A creditor or contributory may vote either in person or by proxy. Where a person is authorised in the manner provided by Section 187 to represent a Corporation at any meeting of creditors or contributories, such person shall produce to the Official Liquidator or other chairman of the meeting a copy of the resolution so authorising him. Such copy must be certified to be a true copy by a director, the managing agent, the secretaries and treasurers, the manager, the secretary or other officer of the company duly authorised in that behalf who shall certify that he is so authorised.

**221 Form of proxies.**—A creditor or contributory may give a general proxy or a special proxy to any person. A general proxy shall be in Form No 97 and a special proxy in Form No. 98.

**222 Proxies to Liquidator or chairman.**—A creditor or contributory in a winding-up by the Court may appoint the Official Liquidator, and in a voluntary winding-up, the liquidator, or if there is no liquidator, the chairman of the meeting, to act as his general or special proxy.

**223 Use of proxies by deputy.**—Where an Official Liquidator who holds any proxies cannot attend the meeting for which they are given, he may in writing depute some person under his official control to use the proxies on his behalf and in such manner as he may direct.

**224 Forms to be sent with notice.**—Forms of proxies shall be sent to the creditors and contributories with the notice summoning the meeting. No name shall be inserted or printed in the form before it is sent.

**225. Proxies to be lodged.**—A proxy shall be lodged not later than 48 hours before the meeting at which it is to be used, with the Official Liquidator in a winding-up by the Court, with the company at its registered office for a meeting under Section 500, and with the liquidator, or if there is no liquidator, with the person named in the notice convening the meeting to receive the same, in a voluntary winding-up.

**226. Holder of proxy not to vote on matter in which he is financially interested.**—No person acting either under a general or special proxy shall vote in favour of any resolution which would directly or indirectly place himself, his partner or employer in a position to receive any remuneration out of the assets of the company otherwise than as a creditor rateably with the other creditors of the company.



**227. Minor not to be appointed proxy.**—No person shall be appointed as a general or special proxy who is a minor.

**228. Filling in proxy where creditor or contributory is blind or incapable.**—The proxy of a creditor or a contributory blind or incapable of writing may be accepted if such creditor or contributory has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address: provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the creditor or contributory before he attached his signature or mark.

**229. Proxy of person not acquainted with English.**—The proxy of a creditor or contributory who does not know English may be accepted if it is executed in the manner prescribed in the last preceding Rule and the witness certifies that it was explained to the creditor or contributory in the language known to him, and gives the creditor's or contributory's name in English below the signature.

#### ATTENDANCE AND APPEARANCE OF CREDITORS AND CONTRIBUTORIES

**230. Attendance at proceedings.**—(1) Save as otherwise provided by these Rules or by an order of Court, every person for the time being on the list of contributories of the company and every creditor whose debt has been admitted by the Official Liquidator wholly or in part shall be at liberty at his own expense to attend the proceedings before the Court or before the Official Liquidator and shall be entitled upon payment of the costs occasioned thereby to have notice of all such proceedings as he shall, by request in writing addressed to the Official Liquidator, desire to have notice of; but if the Court shall be of opinion that the attendance of any such person has occasioned any additional costs which ought not to be borne by the funds of the company, it may direct such costs or a gross sum in lieu thereof to be paid by such person and such person shall not be entitled to attend any further proceedings until he had paid the same.

(2) No contributory or creditor shall be entitled to attend any proceedings before the Judge, unless and until he or an Advocate on his behalf has filed an appearance with the Registrar. The Registrar shall keep an 'Appearance Book' in which all such appearances shall be entered. Such book shall be open to the inspection of the Official Liquidator.

**231. Representation of creditors and contributories before Court.** The Court may, if it thinks fit, appoint from time to time any one or more of the creditors or contributories to represent before the Court at the expense of the company all or any class of creditors or contributories upon any question or in relation to any proceedings before the Court, and may remove any person so appointed. If more than one person is appointed under this Rule to represent one class, the persons

so appointed shall employ the same advocate to represent them, and where they fail to agree as to the advocate to be employed, the Judge may nominate an advocate for them.

### COLLECTION AND DISTRIBUTION OF ASSETS IN A WINDING-UP BY COURT

**232. Powers of Official Liquidator.**—The duties imposed on the Court by sub-section (1) of Section 467 with regard to the collection of the assets of the company and the application of the assets in discharge of the company's liabilities shall be discharged by the Official Liquidator as an officer of the Court subject to the control of the Court and to the proviso in Section 643(2).

**233. Official Liquidator to be in the position of a Receiver.**—For the discharge by the Official Liquidator of the duties imposed by sub-Section (1) of Section 467 and the last preceding Rule the Official Liquidator shall, for the purpose of acquiring and retaining possession of the property of the company, be in the same position as if he were a Receiver of the property appointed by the Court, and the Court may on his application enforce such acquisition or retention accordingly.

**234. Company's property to be surrendered to Official Liquidator on requisition.**—The powers conferred on the Court by Section 468 may be exercised by the Official Liquidator. Any contributory for the time being on the list of contributories, trustee, receiver, banker or agent or officer of a company which is being wound up under order of the Court, shall on notice from the Official Liquidator and within such time as he shall by notice require, pay, deliver, convey, surrender or transfer to or into the hands of the Official Liquidator any money, property or documents, books or papers which happen to be in his hands for the time being and to which the company is *prima facie* entitled. Where the person so required fails to comply with the notice, the Official Liquidator may apply to the Court for appropriate orders. The notice shall be in Form No. 99.

### CALLS IN A WINDING-UP BY THE COURT

**235. Calls by the Official Liquidator.**—Subject to the proviso to sub-Section (2) of Section 643, the powers and duties conferred upon the court by Section 470 in relation to making calls, may be exercised by the Official Liquidator as hereinafter provided.

**236. Official Liquidator to realise uncalled capital.**—Notwithstanding any charge or encumbrance on the uncalled capital of the company, the Official Liquidator shall alone be entitled to call and realise the uncalled capital of the company and to collect the arrears if any due on calls made prior to the winding-up, but shall hold all moneys so realised subject to the rights if any of the holder of any such charge or encumbrance.

**237. Application for leave to make call.**—(1) The Official Liquidator shall not make any call without obtaining the leave of the Court for the purpose.

(2) At any time after the settlement of the list of contributories, the Official Liquidator may apply by summons to the Court for leave to make a call on the contributories. The summons shall state the proposed amount of such call and shall be in Form No. 100. It shall be supported by the affidavit of the Official Liquidator which shall be in Form No. 101.

**238. Notice of application.**—Notice of an application for leave to make a call shall be served on every contributory proposed to be included in such call, by post under certificate of posting so as to reach such contributory in the ordinary course of post not less than 7 clear days before the date appointed for the hearing thereof, or if the Court so directs, notice of the application may be given by advertisement in Form No. 102, in such papers as the Court shall direct not less than 7 clear days before the date appointed for the hearing, without a separate notice to each contributory. The affidavit of service relating to the despatch of notice to each contributory, or to the advertisement, as the case may be, shall be filed three days before the date fixed for the hearing.

**239. Order granting leave to make a call and document making the call.**—The order granting leave to make a call shall be in Form No. 103, and shall contain directions as to the time within which such calls shall be paid. When an order has been made granting leave to make a call, the Official Liquidator shall file in Court a document making the call in Form No. 104 with such variations as circumstances may require.

**240. Service of notice of call.**—Soon after filing the document making the call under the last preceding Rule, the Official Liquidator shall serve by registered post a copy of the order granting leave to make the call upon each of the contributories included in such call together with a notice in Form No. 105 specifying the amount or balance due from such contributory in respect of such call. The order granting leave to make a call need not be advertised unless the Court otherwise orders for any special reason.

**241. Order for payment of call.**—The Official Liquidator may apply to the Court for an order against any contributory or contributories for payment of moneys due on the calls made by him. The application shall be made by summons in Form No. 106 and shall be supported by an affidavit in Form No. 107. Notice of the application together with a copy of the affidavit shall be served on the contributory by registered post for acknowledgement not less than 14 days before the date fixed for the hearing of the summons. The order for payment shall be in Form No. 108.

**242. Other moneys due by contributories.**—Where any money is due to the company from a contributory or from the estate of the person whom he represents, other than moneys due on calls made subsequent to the winding-up, but including moneys due on calls made prior to the winding-up, the Official Liquidator may make an application to the Court supported by an affidavit for an order against such contributory for the payment of such moneys. Notice of the application shall be given to such contributory by registered post not less than 14 days prior to the date fixed for the hearing of the application.

#### EXAMINATION UNDER SECTIONS 477 AND 478

**243. Application for examination under Section 477.**—(1) An application for the examination of a person under Section 477 may be made *ex parte*, provided that where the application is made by any person other than the Official Liquidator, notice of the application shall be given to the Official Liquidator.

(2) The summons shall be in Form No. 109 and, where the application is by the Official Liquidator, shall be accompanied by a statement signed by him setting forth the facts on which the application is based. Where the application is made by a person other than the Official Liquidator, the summons shall be supported by an affidavit of the applicant setting forth the matters in respect of which the examination is sought and the grounds relied on in support of the summons.

**244. Directions at hearing of summons.**—Upon the hearing of the summons the Judge may, if satisfied that there are grounds for making the order, make an order directing the issue of a summons against the person named in the order for his examination and/or for the production of documents. Unless the Judge otherwise directs, the examination of such person shall be held in Chambers. The order shall be in Form No. 110.

**245. Examination on commission or by interrogatories.**—The Court may, if it thinks fit, instead of issuing a summons to any person for his appearance before the Court for examination, issue a commission to the District Judge within whose jurisdiction such person resides for the examination of such person, or make an order for his examination by interrogatories, as the Court may think fit.

**246. Service of the summons.**—The summons issued in pursuance of the order shall be in Form No. 111 and shall be served on the person to be examined not less than 7 days before the date fixed for the examination. When the summons is served in person, there shall be paid or tendered to the person summoned along with the summons a reasonable sum for his expenses to be fixed by the Judge or Registrar with due regard to the scale of fees in force in the Court. When the summons is served by registered post, such sum shall be sent to such person by postal money order.

**247. Conduct of the examination.**—(1) The Official Liquidator shall have the conduct of an examination under Section 477, provided that the Court may, if for any reasons it thinks fit to do so, entrust the conduct of the examination to any contributory or creditor. Where the conduct of the examination is entrusted to any person other than the Official Liquidator, the Official Liquidator shall nevertheless be entitled to be present at the examination in person or by advocate, and may take notes of the examination for his own use and put such questions to the person examined as the Court may allow.

(2) Save as aforesaid, no person shall be entitled to take part in an examination under Section 477 except the Official Liquidator and his advocate, but any person examined shall be entitled to have the assistance of his advocate who may re-examine the witness.

Provided that the Court may permit, if it thinks fit, any creditor or contributory to attend the examination subject to such conditions as it may impose.

(3) Notes of the examination may be permitted to be taken by the witness or any person on his behalf on his giving an undertaking to the Court that such notes shall be used only for the purpose of the re-examination of the witness. On the conclusion of the examination, the notes shall, unless otherwise directed, be handed over to the Court for destruction.

**248. Notes of the deposition.**—(1) The notes of the deposition of a person examined under Section 477 shall be signed by such person and shall be lodged in the Office of the Registrar. But the notes shall not be open to the inspection of any creditor, contributory or other person, except the Official Liquidator, nor shall a copy thereof or extract therefrom be supplied to any person other than the Official Liquidator, save upon orders of Court.

(2) The Court may from time to time give such general or special directions as it shall think expedient as to the custody and inspection of such notes and the furnishing of copies thereof or extracts therefrom.

**249. Order for public examination under Section 478.**—(1) Where an order is made for the examination of any person or persons under Section 478, the examination shall be held before the Judge; provided that in the case of a High Court, the Judge may direct that the whole or any part of the examination of any such person or persons, be held before any of the officers mentioned in sub-Section (10) of the said Section as may be mentioned in the order. Where the date of the examination has not been fixed by the order, the Official Liquidator shall take an appointment from the Judge or officer before whom the examination is to be held as to the date of the examination. The order directing a public examination shall be in Form No. 112.

(2) The Judge may, if he thinks fit, either in the order for examination or by any subsequent order, give directions as to the specific matters on which such person is to be examined.

**250. Notice of public examination.**—Not less than 7 clear days before the date fixed for the examination, the Official Liquidator shall give notice thereof to the creditors and contributories of the company by advertisement in Form No. 113 in such newspapers as the Judge shall direct, and shall within the same period, serve, either personally or by registered post, on the person or persons to be examined, a notice in Form No. 114 of the date and hour fixed for the examination and the officer before whom it is to be held, together with a copy of the order directing the examination. Where a public examination is adjourned, it shall not be necessary to advertise the adjournment or serve notice thereof unless otherwise ordered.

**251. Adjournment of public examination to Court.**—Where on an examination held before an officer appointed by the Judge under Rule 249 of these rules, such officer is of the opinion that the examination is being unduly or unnecessarily protracted, or, for any other sufficient cause, he is of the opinion that the examination should be held before the Judge, such officer may adjourn the examination of any person, or any part of the examination, to be held before the Judge and submit his report to the Judge. The Judge may thereupon hold the examination himself or pass such orders as he may think fit.

**252. Procedure for contumacy.**—If a person examined before an officer appointed by the Judge under Rule 249 of these Rules refuses to answer to the satisfaction of such officer any question which he may put or allow to be put, such officer shall report such refusal to the Judge and upon such report being made the person in default shall be in the same position and be dealt with in the same manner as if he had made default in answering before the Judge.

The report shall be in writing and shall set forth the question or questions put and the answer or answers given (if any) by the person examined, and the officer shall notify the person examined of the date when he should attend before the Judge. The report shall be in Form No. 115. Upon receiving the report, the Judge may take such action thereon as he shall think fit.

**253. Notes of examination.**—The notes of every public examination shall, after being signed as required by sub-section (8) of Section 478, form part of the records of winding-up. The Official Liquidator, the person examined and any creditor or contributory of the company, shall be entitled to obtain a copy thereof from the Court on payment of the prescribed charges.

**254. Shorthand notes of examination under Sections 477 and 478.**—In respect of any examination under Section 477 or 478, the Court may order that the evidence be taken down in shorthand. Where such order is made, the Judge or the officer before whom the evidence is taken shall nominate a person to take down the evidence, and the costs, if any, occasioned thereby shall be paid out of the assets of the company. The shorthand note of the examination shall be transcribed and the transcript shall be read over to or by the person examined, and signed by him.

**255. Application under Section 478 (7)(a).—**An application under sub-section (7)(a) of Section 478 by any person ordered to be publicly examined, to be exculpated from any charges made or suggested against him, shall be made upon notice to the Official Liquidator and to such other persons as the Court may direct.

**256. Default in attending examination under Section 477 or 478.—**  
(1) If any person who has been directed by the Court to attend for examination under Section 477 or Section 478 fails to attend at the time and place appointed for holding or proceeding with the same, and no good cause is shown by him for such failure, or if before the day appointed for such examination, the Official Liquidator satisfies the Court that such person has absconded or that there is reason to believe that he is about to abscond with the view of avoiding the examination, the Court may, if satisfied that notice of the date and hour fixed for the examination was duly served on such person, issue without any further notice a warrant in Form No. 116 for the arrest of the person required to attend, or make such other order as the Court thinks just.

(2) Every warrant of arrest of any person issued under these rules shall remain in force until it is cancelled by the Court which issued it or by the Court to which appeals ordinarily lie from the decisions of such Court, or until it is executed.

**257. Prison to which person arrested on warrant is to be taken.—**Where the Court issues a warrant for the arrest of a person under these Rules, the prison (to be named in the warrant) to which the person shall be committed shall, unless the Court otherwise orders, be the prison to which commitments are made by the Court in the exercise of its ordinary civil jurisdiction.

A warrant committing a person to prison shall be in Form No. 117 and an order releasing him on bail in Form No. 118.

**258. Execution of warrant of arrest outside ordinary jurisdiction of Court.—**(1) Where a warrant has been issued by the Court under these Rules for the arrest of any person who is or is believed to be outside the ordinary jurisdiction of the Court, the Court issuing the warrant may send the warrant of arrest for execution to the District Court, or to the Court of Small Causes at Bombay, Calcutta or Madras (if the warrant has to be executed in any of these places), within the ordinary jurisdiction of which such person shall then be or be believed to be, with a requisition in Form No. 119 annexed thereto under the seal of the Court requesting execution of the warrant by the Court to which it is sent, and the last mentioned Court shall seal the warrant with its seal and shall cause the arrest to be made by its own officers or by a Court subordinate to itself, and all police officers shall aid and assist within their respective jurisdictions in the execution of such warrant.

(2) The Court making the arrest shall send the person arrested in proper custody to the Court by which the warrant of arrest was originally issued, unless he furnishes the required security to the satisfaction of the former Court for his appearance before the latter Court, in which case the Court shall release him on such security and inform the Court by which the warrant of arrest was originally issued accordingly.

**259. Public examination under Section 519.**—Where, in a voluntary winding-up, an order is made under Section 519 for the public examination of any of the persons mentioned in the said Section, the Rules relating to a public examination under Section 478 in a winding-up by the Court shall apply *mutatis mutandis* in respect of such examination.

#### APPLICATIONS AGAINST DELINQUENT DIRECTORS, PROMOTERS AND OFFICERS OF THE COMPANY

**260. Applications under Sections 542 or 543.**—An application under sub-section (1) of Section 542 or under sub-section (1) of Section 543, shall be made by a summons returnable in the first instance in Chambers. The summons shall state the nature of the declaration or order for which the application is made, and the grounds of the application, and shall be served on every person against whom an order is sought not less than 8 days before the day named in the summons for the hearing of the application. It shall not be necessary to file any affidavit or report before the return of the summons. The summons shall be in Form No. 120 or 121 with such variations as may be necessary.

**261. Directions at preliminary hearing of summons.**—On the return of the summons the Court may give such directions as it shall think fit as to whether points of claim and defence are to be delivered, as to the taking of evidence wholly or in part by affidavit or orally, as to the cross examination, before the Judge on the hearing, either in Court or in Chambers, of any deponents to affidavits in support of or in opposition to the application, as to any report it may require the Liquidator to make, and generally as to the procedure on the summons and for the hearing thereof. Points of claim to be delivered shall be in Form No. 122 or 123 with such variations as may be necessary.

**262. Liberty to apply for further directions.**—Where the Court has directed that points of claim and defence shall be delivered, it shall be open to either party who wishes to apply for any further direction as to any interlocutory matter, to apply, by restoration of the summons, before the summons has been set down for trial, for such direction, upon giving two clear days' notice in writing to the other party stating the grounds of the application. A copy of the notice shall be filed with the Registrar two clear days before the day fixed for the hearing of the application.



## DISCLAIMER

**263. Application for disclaimer.**—(1) An application for leave to disclaim any part of the property of a company pursuant to sub-Section (1) of Section 535 shall be made by a summons supported by an affidavit setting out the full facts relating to the property, the parties interested and the nature of their interests, and stating whether the company is solvent and whether any notice has been served on the liquidator by any party under sub-Section (4) of the said Section requiring him to elect whether or not he will disclaim.

(2) Forms Nos. 124 to 130 shall be used in respect of the matters to which they relate with such variations as may be necessary.

**264. Preliminary hearing of the summons.**—The summons shall be posted before the Court *ex parte* in the first instance for directions as to the persons on whom notice of the summons should be served, and the Court shall thereupon fix a date for the hearing of the summons and give such directions as may be necessary as to the persons on whom notice of the summons should be served.

**265. Claimant to furnish statement of his interest.**—Where a person claims to be interested in any part of the property of a company which the Liquidator wishes to disclaim, such person shall, if so required by the Liquidator, furnish a statement of the interest claimed by him.

**266. Service of notice.**—Notice of the date fixed for the hearing of the summons shall be in Form No. 131 and shall be served not less than 7 days before the date fixed for the hearing, together with a copy of the summons and of the affidavit filed in support thereof. The notice shall require that any affidavit in opposition to the summons shall be filed in Court and a copy thereof served on the Liquidator of the company not later than 2 days before the date fixed for the hearing.

**267. Order granting leave to disclaim.**—On the hearing of the summons, the Court may after hearing the Liquidator and such parties as may appear in response to the notices issued, and such other persons appearing and interested as the Court may think fit to hear, grant leave to the Liquidator to disclaim on such terms and conditions if any as to the Court may seem just. The order granting leave to disclaim shall be in Form No. 132.

**268. Disclaimer to be filed in Court.**—Every disclaimer shall be filed in Court by the Liquidator and shall not be operative until it is so filed. Where the disclaimer is in respect of a leasehold interest, it shall be filed in Court forthwith. Notice of the filing of the disclaimer shall be given to the persons interested in the property. The disclaimer shall contain particulars of the interest disclaimed and a statement of the persons to whom notice of the disclaimer has been given. A disclaimer shall be in Form No. 133, and a notice of disclaimer in Form No. 134.

Where a disclaimer has been filed in Court, the Liquidator shall file a copy thereof with the Registrar of Companies.

**269. Vesting of disclaimed property.**—Where the disclaimed property is a leasehold interest and an application is made under sub-Section (6) of Section 535 for an order vesting the property in any person and it appears that there is an under-lessee or mortgagee or holder of a charge by way of a demise in respect of such property, claiming under the company, the Court may direct that notice shall be given to such underlessee, mortgagee or holder of charge, that if he does not elect to accept and apply for a vesting order upon the terms required by the above-mentioned sub-Section and such other terms as the Court may think just, within a time to be fixed by the Court and stated in the notice, he will be excluded from all interest in and security upon the property. The Court may adjourn the application for such notice to be given and for such under-lessee, mortgagee or holder of charge, to be added as a party to and served with a copy of the application, and to make, if he sees fit, such election and application as is mentioned in the notice. If at the expiration of the time so fixed by the Court, such under-lessee, mortgagee or holder of charge, fails to make such election and application, the Court may make an order vesting the property in the applicant or other person who, in the opinion of the Court, may be entitled thereto, and excluding such under-lessee, mortgagee or holder of charge, from all interest in or security upon the property.

An order requiring parties interested in a disclaimed lease to apply for a vesting order or to be excluded from all interest in the lease shall be in Form No. 135, and an order vesting lease and excluding persons who have not elected to apply, shall be in Form No. 136.

## COMPROMISE OR ABANDONMENT OF CLAIMS

**270. No claim to be compromised or abandoned without sanction of Court.**—In a winding-up by or subject to the supervision of the Court no claim by the company against any person shall be compromised or abandoned by the Liquidator without the sanction of the Court upon notice to such persons as the Court may direct.

**271. Application for sanction of compromise.**—Every application for sanction of a compromise or arrangement with any person under clauses (ii) and (iii) of sub-Section (1) of Section 546 shall be accompanied by a copy of the proposed compromise or arrangement and shall be supported by an affidavit of the Liquidator stating that for the reasons set out in the affidavit he is satisfied that the proposed compromise or arrangement is beneficial to the company. The Court may, if it thinks fit, direct notice of the application to be given to the Committee of Inspection, if there is one, and to such other persons as it may think fit.

## SALES BY THE OFFICIAL LIQUIDATOR

**272. Sale to be subject to sanction and to confirmation by Court.**—Unless the Court otherwise orders, no property belonging to a company which is being wound-up by the Court shall be sold by the Official Liquidator without the previous sanction of Court, and every sale shall be subject to confirmation by the Court.

**273. Procedure at sale.**—Every sale shall be held by the Official Liquidator, or, if the Judge shall so direct, by an agent or an auctioneer approved by the Court, and subject to such terms and conditions, if any, as may be approved by the Court. All sales shall be made by public auction or by inviting sealed tenders or in such manner as the Judge may direct.

**274. Expenses of sale.**—Where property forming part of a company's assets is sold by the Official Liquidator through an auctioneer or other agent, the gross proceeds of the sale shall, unless the Court otherwise orders, be paid over to the Liquidator by such auctioneer or agent, and the charges and expenses connected with the sale shall afterwards be paid to such auctioneer or agent in accordance with the scales if any fixed by the Court.

## DIVIDENDS AND RETURNS OF CAPITAL IN A WINDING-UP BY COURT

**275. Declaration of dividend or return of capital.**—No dividend to creditors or return of capital to contributories shall be declared by the Official Liquidator without the sanction of the Court.

**276. Notice of declaration.**—The Official Liquidator shall give notice of the declaration of a dividend not less than one month prior to the date fixed for the payment thereof. Unless otherwise directed by the Judge, such notice shall be given by advertisement in such newspapers as the Judge shall direct and by sending by prepaid letter post under certificate of posting a notice to every person whose name appears in the list of creditors as on such date. The advertisement shall be in Form No. 137 and the notice to creditor in Form No. 138.

**277. Form of authority to pay dividend.**—A person to whom dividend is payable may lodge with the Official Liquidator an authority in writing to pay such dividend to another person named therein. Such authority shall be in Form No. 139.

**278. Transmission of dividends by post.**—Dividends and returns of capital may, at the request and risk of the person to whom they are payable be transmitted to him by registered post or by money order, as may be appropriate.

**279. Form of order directing return of capital.**—Every order by which the Official Liquidator is authorised to make a return to contributories of the company, shall, unless the Court otherwise directs,

contain or have appended thereto a schedule or list (which the Official Liquidator shall prepare) setting out in a tabular form the full names and addresses of the persons to whom the return is to be paid, and the amount of money payable to each person, and particulars of the transfers of shares (if any) which have been made or the variations in the list of contributories which have arisen since the date of the settlement of the list of contributories and such other information as may be necessary to enable the return to be made. The schedule or list shall be in Form No. 140 with such variations as circumstances shall require and the Official Liquidator shall send a notice of return to each contributory by ordinary post under certificate of posting in Form No. 141.

**280. Payment of dividend or return of capital due to a deceased creditor or contributory.**—Where a claim made in respect of a dividend due to a deceased creditor or a return of capital due to a deceased contributory is Rs. 500 or less, the Official Liquidator may, upon satisfying himself as to the claimant's right and title to receive the dividend or the return as the case may be, apply to the Court for sanctioning the payment of such dividend or return to the claimant without the production of a succession certificate or like authority. Where the Court sanctions the payment, the Official Liquidator shall make the payment upon obtaining a personal indemnity from the payee.

### TERMINATION OF WINDING-UP

**281. Official Liquidator to apply for dissolution.**—As soon as the affairs of the company have been fully wound up, the Official Liquidator in a winding-up by the Court shall file his final account into Court and apply for orders as to the dissolution of the company subject to his final account being passed in accordance with these Rules. The application shall not be set down for hearing until the completion of the audit of the final account and the filing of the auditor's certificate in relation thereto.

**282. Dissolution of the company.**—Upon the hearing of the application, the Court may, after hearing the Official Liquidator and any other person to whom notice may have been ordered by the Court, and upon perusing the account as audited, make such orders as it may think fit as to the dissolution of the company, the application, subject to the provisions of the Act, of the balance in the hands of the Official Liquidator or the payment thereof into the Companies Liquidation Account in the public account of India in the Reserve Bank of India, and the disposal of the books and papers of the company and of the Liquidator.

**283. Liquidator to pay the balance into public account.**—Upon an order for dissolution being made, the Official Liquidator shall forthwith pay into the Companies Liquidation account in the public account of India in the Reserve Bank of India any unclaimed dividends

payable to creditors, or undistributed assets refundable to contributors in his hands on the date of the order of dissolution, and such other balance in his hands as he has been directed by the Court to deposit into the Companies Liquidation Account in the Reserve Bank of India. Every order of dissolution shall direct that the Official Liquidator do forward a certified copy of the order to the Registrar of Companies not later than 14 days from the date of the order. Along with the copy of the order shall be filed with the Registrar of Companies a statement signed by the Official Liquidator that the directions of the Court regarding the application of the balance as per his final account have been duly complied with.

**284. Conclusion of winding-up.**—The winding-up of a company shall, for purposes of Section 551, be deemed to be concluded—

- (a) in the case of a company wound-up by order of the Court, at the date on which the order dissolving the company has been reported by the Liquidator to the Registrar of Companies;
- (b) in the case of a company wound-up voluntarily, or under the supervision of the Court, at the date of the dissolution of the company, unless at such date any funds or assets of the company remain unclaimed or undistributed in the hands or under the control of the liquidator, or any person who has acted as liquidator, in which case the winding-up shall not be deemed to be concluded until such funds or assets have either been distributed or paid into the Companies Liquidation Account in the Reserve Bank of India.

**285. Application to declare dissolution void.**—An application under Section 559 shall be made upon notice to the Central Government and the Registrar of Companies. Where the Court declares the dissolution to have been void, the order shall direct that the applicant do file a certified copy of the order with the Registrar of Companies not later than 21 days from the date of the order.

### **REGISTERS AND BOOKS OF ACCOUNT OF THE OFFICIAL LIQUIDATOR**

**286. Registers and Books to be maintained by the Official Liquidator:**

(1) The Official Liquidator shall maintain the following Registers and Books:—

- 1. Register of Liquidations in Form No. 142-A.
- 2. Central Cash Book in Form No. 142-B.
- 3. Company's Cash Book in Form No. 142-C.
- 4. General Ledger in Form No. 142-D.
- 5. Cashier's Cash Book in Form No. 142-E.

6. Bank Ledger in Form No. 142-F.
7. Register of Assets in Form No. 142-G.
8. Securities & Investment Register in Form No. 142-H.
9. Register of Book Debts & Outstandings in Form No. 142-I.
10. Tenants Ledger in Form No. 142-J.
11. Suits Register in Form No. 142-K.
12. Decree Register in Form No. 142-L.
13. Sales Register in Form No. 142-M.
14. Register of Claims & Dividends in Form No. 142-N.
15. Contributories Ledger in Form No. 142-O.
16. Dividends Paid Register in Form No. 142-P.
17. Commission Register in Form No. 142-Q.
18. Suspense Register in Form No. 142-R.
19. Documents Register in Form No. 142-S.
20. Books Register in Form No. 142-T.
21. Register of unclaimed dividends and undistributed assets, deposited into the companies liquidation account in the Reserve Bank, in Form No. 142-U, and
22. A Record Book for each company in which shall be entered all minutes of proceedings and the resolutions passed at any meeting of the creditors or contributories or of the Committee of Inspection, the substance of all orders passed by the Court in the liquidation proceedings, and all such matters other than matters of account as may be necessary to furnish a correct view of the administration of the company's affairs.

In maintaining the registers and books mentioned above, the Official Liquidator shall follow the instructions contained in the respective forms prescribed for the said books and registers.

(2) The Official Liquidator shall, in addition to the Registers and Books prescribed above, maintain such books as may be necessary for the proper and efficient working of his office such as Petty Cash Register, Correspondence Register, Despatch Register, Daily Register of Money Orders and Cheques received, and so on, and shall also keep the necessary files of correspondence and of proceedings in respect of each company under liquidation in his charge.

(3) Where the accounts of the company are incomplete, the Official Liquidator shall, with all convenient speed as soon as the order for winding-up is made, have them completed and brought up to date.

(4) (i) Where the Official Liquidator is authorised to carry on the business of the company, he shall keep separate books of account in respect of such business and such books shall, as far as possible, be in conformity with the books already kept by the company in the

course of its business. The Official Liquidator shall incorporate in the Central Cash Book and in the Company's Cash Book, the total weekly amounts of the receipts and payments on such trading account.

(ii) The trading account shall from time to time, not less than once in every month, be verified by affidavit, and the Official Liquidator shall thereupon submit such account to the Committee of Inspection (if any) or such member thereof as may be appointed by the Committee for that purpose, who shall examine and certify the same.

(5) The Official Liquidator shall also keep a counterfoil Receipt Book in triplicate in Form No. 143, the leaves of which shall be machine numbered serially, from which shall be issued all receipts for payments made to the Official Liquidator. The duplicate and the triplicate shall bear the same number as the original.

(6) The official Liquidator shall keep proper vouchers for all payments made to expenses incurred by him. The vouchers shall be serially numbered.

(7) In respect of companies the winding-up of which was commenced under the Act prior to the coming into force of these rules and is pending on the date these rules come into force, the Official Liquidator shall, as soon as may be and not later than 3 months after the coming into force of these rules or such extended time as may be allowed by the Court, prepare and bring up to date the books and registers prescribed under sub-rule (1) of this rule, provided that the Court may if it thinks fit dispense with this requirement in any particular case.

### **BANKING ACCOUNT OF THE OFFICIAL LIQUIDATOR**

**287. All moneys to be paid into the Reserve Bank.**—(1) The Official Liquidator shall pay into the public account of India in the Reserve Bank of India (hereinafter referred to as the Bank) to the credit of an account in his official name, all moneys received by him as the Official Liquidator of any company, and the realisations of each day shall be paid into the Bank without deduction not later than the next working day of the Bank, provided that the remittance of moneys into the Bank may be deferred until the realisations exceed Rs. 100. The money needed for meeting expenses or for making payments in cash shall be drawn from the Bank by cheques drawn upon the Bank by the Official Liquidator. All payments out of the account by the Official Liquidator above Rs. 50 shall ordinarily be made by cheques drawn against the said account.

(2) The Official Liquidator shall maintain a Bank remittance chalan book in counterfoil, the leaves of which shall be serially numbered in which the acknowledgment of the Bank shall be obtained for all moneys (whether in cash or cheque) deposited into the Bank to the credit of the account mentioned in clause (1) above. The Form of the chalan book shall be settled by the Official Liquidator in consultation with the Bank.

**288. Bills, cheques and securities to be deposited into Bank.**—All bills, cheques, hundies, notes and other securities of a like nature payable to the company or to the Official Liquidator thereof shall, as soon as they come into the hands of the Official Liquidator, be deposited by him with the Bank for the purpose of being presented for acceptance and payment or for payment only as the case may be, and the proceeds when realised shall be credited by the Bank to the account of the Official Liquidator.

**289. Payments into Bank under Section 471.**—Where the Court makes an order directing any person to pay any money due to the company into the public account of India in the Reserve Bank of India instead of to the Official Liquidator, the person so directed shall, at the time of making the payment, produce to the Bank a certified copy of the order or a payment-in chalan endorsed by the Official Liquidator under his signature. The money so paid shall be credited to the Official Liquidator's account with the Reserve Bank of India. The person making the payment shall give notice thereof to the Official Liquidator and produce before him the Bank receipt relating thereto.

**290. Official Liquidator's Dividend Account.**—The Official Liquidator shall also open a separate dividend account for each company under liquidation either in the State Bank of India or its subsidiaries, or, with the sanction of the Court, in any other Scheduled Bank, as may be convenient, under the name 'the Dividend Account of . . . . . (name of the company) in liquidation by its Official Liquidator', into which account he shall, upon a declaration of dividend being made in the winding-up of any company, deposit by transfer from his account with the Reserve Bank of India the total amount of the dividends payable upon such declaration. There shall be a separate account in respect of each declaration of dividend. All payments of dividend shall be made from the said Official Liquidator's dividend account and any unpaid balance in the account shall be transferred back to the Official Liquidator's account in the Reserve Bank of India before being paid into the companies liquidation account as unclaimed dividends.

All payments of dividends above Rs. 50 shall ordinarily be made by cheques drawn against the said account.

[Note:—In this Rule, the word 'dividend' includes refund of capital to contributories.]

**291. Fees to be credited to Central Government.**—In every winding-up where the Official Liquidator becomes or acts as Liquidator, there shall be paid into the public account of India in the Reserve Bank of India to the credit of the Central Government, from out of the assets of the company in liquidation (or by the petitioner as provided in clause (1) below), the fees determined in accordance with the following provisions:—



(1) Where the Official Liquidator acts as Provisional Liquidator only.

Such fees as the Court may consider reasonable, to be paid out of the assets of the company or by the petitioner as the Court may direct, in respect of the services of the Official Liquidator as Provisional Liquidator.

(2) Where a winding-up order is made and the Official Liquidator acts as liquidator of a company.

(i) Upon the total assets, including produce of calls on contributories, interest on investments, and rents from properties, realised or brought to credit by the Official Liquidator, after deducting sums on which fees are chargeable under clauses (3) and (4) below and the amount spent out of the money received in carrying on the business of the company, upon each year's collections,

On the first Rs. 10,000 or fraction thereof	3 per cent.
On the next Rs. 40,000 or fraction thereof	2 per cent.
On the next Rs. 50,000 or fraction thereof	1 per cent.
Above Rs. 1,00,000	3/4 per cent.

(ii) On the total amount distributed in dividend or paid to contributories, preferential creditors, and debenture holders by the Official Liquidator, half the above percentages.

Note: (a) In computing the collections of each year, the year shall be taken as ending with the 31st of March.

(b) The said fees shall include the Official Liquidator's services as Provisional Liquidator, and shall be subject to clauses (8) & (9) hereunder.

(3) Where the Official Liquidator collects, calls or realises property for debenture holders,

The same scale of fees as under clause (2) to be paid out of the proceeds of such calls or property.

(4) Where the Official Liquidator realises property for secured creditors other than debenture holders.

On the amount realised for each secured creditor,

On the first Rs. 10,000 or fraction thereof	4 per cent.
On the next Rs. 40,000 or fraction thereof	2½ per cent.
On the next Rs. 50,000 or fraction thereof	2 per cent.
Above Rs. 1,00,000	1½ per cent.

(5) When the Official Liquidator acts as trustee, under a scheme of arrangement,

Such fees not exceeding the scale of fees under clause (2) above, as the Court shall allow.

(6) When the Official Liquidator performs any special duties not provided for above.

Such fees as the Court may fix on the application of the Official Liquidator, in addition to any other fees payable.

(7) Where the Official Liquidator acts as liquidator in a creditors voluntary winding-up,

Such fees as the Court may fix, not exceeding the scale under clause (2) above.

(8) Where under Section 527, the Court appoints any persons who are already liquidators in a winding-up subject to the supervision of the Court to be additional liquidators in a winding-up of the Company by the Court, subject to the control of the Official Liquidator,

Such fees as may be fixed by the Court after taking into consideration the remuneration payable to such additional liquidators.

(9) Where the Court has sanctioned the reconstruction of the company under liquidation or a scheme of arrangement of its affairs, or where for any reason the Court is of the opinion that the fees prescribed in paragraphs (2) and (3) above would be excessive, such reduction may be made in the said fees as the Court thinks fit.

**292. Where the company has no available assets.**—Where a company against which a winding-up order has been made has no available assets, the Official Liquidator may, with the leave of the Court, incur any necessary expenses in connection with the winding-up out of any permanent advance or other fund provided by the Central Government, and the expenses so incurred shall be recouped out of the assets of the company in priority to the debts of the company.

Provided that where any money has been advanced to the Official Liquidator by the petitioning or other creditor or contributory for meeting any preliminary expenses in connection with the winding-up, the Official Liquidator may incur any necessary expenses out of such amount, and the money so advanced shall be paid out of the assets of the company in priority to the debts of the company.

### INVESTMENT OF SURPLUS FUNDS

**293. Investment of moneys.**—All such money for the time being standing to the credit of the Official Liquidator at the Bank as is not immediately required for the purposes of winding-up, shall be invested in Government securities or in interest bearing deposits in the State Bank of India, or, with the previous sanction of the Court, in interest bearing deposits in any other Scheduled Bank, in the name of the Official Liquidator as Official Liquidator of the company to which the funds belong.

**294. Official Liquidator to examine the accounts for purposes of investment.**—The Official Liquidator shall, at the end of every three months, examine the account of each liquidation in his charge to

ascertain what moneys are available for investment, and shall make an entry at the end of every three months in the Record Book relating to the company of his having examined the account for the purpose and of the decision taken by him regarding the investment, and in case he decides not to invest any surplus funds, the reasons for such decision.

**295. Investments to be made by the Bank.**—All investments shall be made by the Bank upon the written request of the Official Liquidator. The securities shall be retained in the Bank in the name and on behalf of the Official Liquidator, and shall not be sold except by the Bank and under the written instructions of the Official Liquidator. When the securities are sold the proceeds shall be credited by the Bank to the account of the Official Liquidator.

[Note:—In this rule, the word 'Bank' shall mean the Reserve Bank of India and its Branches, but not its Agencies.]

**296. Dividend and interest to be credited.**—All dividends and interest accruing from any securities or investments shall from time to time be received by the Bank and placed to the credit of the account of the Official Liquidator, and intimation thereof shall be given to the Official Liquidator, who shall thereupon credit such dividend or interest in his accounts to the company to which the security or the investment relating thereto belongs.

**297. Refunds of Income-Tax.**—The Official Liquidator shall claim such refunds of income-tax as may be due in respect of any dividends or interest received on the securities or investments and credit the same when realised to the appropriate account.

### FILING AND AUDIT OF THE OFFICIAL LIQUIDATOR'S ACCOUNTS

**298. Half-yearly accounts to be filed.**—Unless otherwise ordered by the Court, the Official Liquidator shall file his accounts into Court twice a year. Such accounts shall be made up to the 31st of March and 30th of September every year, the account for the period ending 31st March being filed not later than the 30th of June following, and the account for the period ending 30th September, not later than the 31st of December following.

Provided that the final account of the Official Liquidator shall be filed as soon as the affairs of the company have been fully wound up, irrespective of the periods prescribed above.

**299. Form of account.**—The account shall be a statement of receipts and payments in Form No. 144, and shall be prepared in accordance with the instructions contained therein. Three copies thereof shall be filed, and the account shall be verified by an affidavit of the Official Liquidator in Form No. 145. The final account shall be in Form No. 146.

**300. Nil account.**—Where the Official Liquidator has not during the period of account received or paid any sum of money on account of the assets of the company, he shall file an affidavit of no receipts or payments on the date on which he shall have to file his accounts for the period.

**301. Registrar to send copy of account to the auditor.**—As soon as the accounts are filed, the Registrar shall forward to the auditor one copy thereof for purposes of audit with a requisition in Form No. 147 requesting that the accounts may be audited and a certificate of audit issued to the Court not later than 2 months from the date of receipt of the copy of the account.

**302. Audit of the Official Liquidator's accounts.**—The accounts shall be audited by one or more Chartered Accountants appointed by the Court or, if the Court so directs, by the Examiner of Local Fund Accounts of the State concerned. The audit shall be a complete check of the accounts of the Official Liquidator and of each of the companies in liquidation in his charge. The Official Liquidator shall produce before the auditor all his books and vouchers for the purposes of the audit, and shall give the auditor all such explanations as may be required of him in respect of the accounts.

**303. Audit certificate to be filed.**—After the audit of each of the accounts of the Official Liquidator filed in Court, the auditor shall forward to the Registrar a certificate of audit relating to the account with his observations and comments if any on the account, together with a copy thereof, and shall forward another copy to the Official Liquidator. The Registrar shall file the original certificate with the records and forward the copy to the Registrar of Companies together with a copy of the account to which it relates.

**304. Audit fees.**—(1) Audit fees according to the following scale on the gross amount brought to credit, including the produce of calls on contributories, interest on investments and rents from properties, but after deducting (a) the amount spent out of the money received in carrying on the business of the company and (b) the amounts paid by the Official Liquidator to secured creditors (other than debenture holders), shall be paid to the auditor and debited to the account of the liquidation to which the audit relates:—

On the amount brought to credit including the produce of calls on contributories, interest on investments and rents from properties, but after deducting (a) the amount spent out of the money received in carrying on the business of the company, and (b) amounts paid by the Official Liquidator to secured creditors (other than debenture holders) . . .	.. ½ per cent.
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On disbursements, other than payments to secured creditors not being debenture holders. . .	.. ½ per cent.
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(2) Where the audit is by the Examiner of Local Funds Accounts, audit fees calculated on the above scale shall be paid into the public account of India in the Reserve Bank of India to the credit of the State Government concerned.

**305. Inspection of the account and certificate of audit.**—Any creditor or contributory shall be entitled to inspect the accounts and the auditor's certificate in the office of the Court on payment of a fee of Re. 1, and to obtain a copy thereof on payment of the prescribed charges.

**306. Account and auditor's report to be placed before Judge.**—Upon the audit of the account, the Registrar shall place the statement of account and the auditor's certificate before the Judge for his consideration and orders.

**307. Legal assistance for the Official Liquidator.**—The Official Liquidator shall, as far as possible, personally appear and conduct all proceedings before the Court in the liquidation, provided that the Official Liquidator may apply to the Court for sanction to employ an advocate or advocates to assist him, and the Court may, on such application, sanction such employment or pass such further or other orders as it may think fit.

**308. Employment of additional or special staff.**—Where the Official Liquidator is of opinion that the employment of any special or additional staff is necessary in any liquidation, he shall apply to the Court for sanction, and the Court may sanction such staff as it thinks fit on such salaries and allowances as to the Court may seem appropriate.

**309. Apportionment of expenses of common staff.**—Where any staff is employed to attend to the work of more than one liquidation, or any establishment or other charges are incurred for more than one liquidation, the expenses incurred on such staff and the common establishment and other charges, shall be apportioned by the Official Liquidator between the several liquidations concerned in such proportions as he may think fit, subject to the directions of the Judge, if any.

**310. Applications under Section 463(2) and Section 545(3).**—An application under Section 463(2) to examine on oath the Liquidator or any other person concerning the winding-up, and an application under Section 545(3) for an order conferring on any person designated by the Central Government the powers of investigating the affairs of the company concerned, shall be made *ex parte* and shall be supported by an affidavit stating the circumstances in which the application is made.

**311. Annual statement by the Official Liquidator under Section 551.**—(1) The Official Liquidator shall file his first annual statement under Section 551(1) within one month after the expiry of a year from the date of the commencement of the winding-up and thereafter his subsequent statements at intervals of one year until the conclusion of the winding-up. The annual statements to be filed by the Official Liquidator shall be in Form No. 148.

(2) Upon the filing of the statement, the Registrar shall obtain orders of the Judge fixing a date for the consideration thereof and notify the date on the notice board of the Court and to the Official Liquidator. The Official Liquidator shall attend the consideration of the statement and shall give the Judge any explanation or information with reference to the matters contained therein as the Judge may require.

(3) Any creditor or contributory shall be entitled to inspect the statement on payment of a fee of Re. 1 and to obtain a copy thereof on payment of the prescribed charges.

### **VOLUNTARY WINDING-UP AND WINDING-UP SUBJECT TO SUPERVISION**

**312. Applicability of Rules.**—(1) Where an application is made to the Court under the provisions of the Act in the voluntary winding-up of a company, whether or not an order shall have been made that the voluntary winding-up shall continue subject to the supervision of the Court, these Rules, so far as may be, shall be applied to the subject matter and mode of such application.

(2) Save as aforesaid, Rules which from their nature and subject matter, or by the head lines above the group in which they are contained or by their terms are made applicable only to proceedings in a winding-up by the Court or only to such proceedings and to proceedings in a creditors' voluntary winding-up, shall not apply to proceedings in a voluntary winding-up, or, as the case may be, in a members' voluntary winding-up, whether any such voluntary winding-up is or is not being continued under the supervision of the Court.

**313. Declaration of solvency in a members' voluntary winding-up.**—The declaration of solvency to be made by the directors of a company under Section 488(1) shall be in Form-No. 149, with such variations as the circumstances may require.

**314. Statement to be laid before meeting of creditors under Section 495(1).**—The statement of the assets and liabilities of the company to be laid before a meeting of creditors by a liquidator in a members' voluntary winding-up under Section 495(1) shall be in Form No. 150 with such variations as may be necessary.

### **LIQUIDATOR IN VOLUNTARY WINDING-UP**

**315. Notice of appointment of liquidator.**—The notice of his appointment which every liquidator is required to publish in the Official Gazette under Section 516 shall be in Form No. 151 and the notice of the appointment to be delivered to the Registrar of Companies shall be in Form No. 152.

**316. Order for winding-up subject to supervision.**—Upon an order being made for winding-up of a company subject to the supervision of the Court, the liquidator of the company shall, within 21 days from the date of the order, advertise the order in one issue of the Official

Gazette of the State or Union Territory concerned, and in one issue of a newspaper in the English language or a newspaper in the regional language circulating in the State or Union Territory concerned, as the Court may direct, and also within the said period file a certified copy of the order with the Registrar of Companies.

**317. Security by liquidator appointed by Court.**—(1) Unless otherwise ordered, every liquidator appointed by the Court in a voluntary winding-up, other than the Official Liquidator, shall, before entering upon his duties as liquidator, furnish security in such sum and in such manner as the Court may direct, for the due discharge of his duties as liquidator. The cost of furnishing the required security, including any premiums which he may pay to a Guarantee Society, shall be borne by the liquidator personally, and shall not be charged against the assets of the company as an expense incurred in the winding-up.

(2) If it shall appear at any time to the Court that the security furnished by the liquidator is inadequate, the Court may require the liquidator to furnish additional security. Where the security furnished is excessive, the liquidator may apply to the Court for reducing the amount of security, and the Court may make such order thereon as it thinks fit.

**318. Limit of remuneration of liquidator.**—A liquidator shall not, under any circumstances whatever, make any arrangement for, or accept from any advocate, auctioneer or any other person connected with the company of which he is the liquidator, or employed in or in connection with the winding-up of the company, any gift, remuneration, or pecuniary or other benefit whatever beyond the remuneration to which under the Act and the Rules he is entitled as liquidator, nor shall he make any arrangement for giving up, or give up any part of such remuneration to any such person.

**319. Restriction on purchase of goods by liquidator.**—Where the liquidator carries on the business of the company, he shall not, without the express sanction of the Court, purchase goods for the carrying on of such business from any person whose connection with him is of such a nature as would result in his obtaining directly or indirectly any benefit out of the transaction. Where the liquidator applies for sanction, he shall disclose in his application the nature of his interest in the transaction, and the cost of obtaining sanction of Court shall be borne by the liquidator personally.

**320. Office of liquidator vacated by his insolvency.**—A liquidator against whom an order of adjudication is made shall thereby vacate his office, and for the purposes of the application of the Act and the Rules, he shall be deemed to have been removed.

**321. Resignation of liquidator.**—(1) In a members' voluntary winding-up a liquidator who desires to resign his office shall summon a meeting of the company and submit his resignation to it.

(2) In a creditors' voluntary winding-up, a liquidator who desires to resign his office shall summon separate meetings of the creditors and contributories of the company to decide whether or not his resignation shall be accepted. If the creditors and contributories by ordinary resolution both agree to accept the resignation of the liquidator, the resignation shall take effect. In any other case, the liquidator shall report to the Court the result of the meetings and apply for appropriate orders of the Court and the Court may, upon such application, determine whether or not the resignation of the liquidator shall be accepted, and may give such directions and make such orders as it considers necessary.

(3) The liquidator shall, along with his resignation, submit an account of his acts and dealings as liquidator and a statement as to the position of the liquidation, in a form in all respects similar to the statement prescribed under these Rules under Section 551(1), commencing from the date when the last previous statement if any under the said Section terminated, or from the date of his appointment as liquidator, whichever is later, and brought down to the date of his resignation.

(4) The expenses of summoning a meeting of the company under sub-rule (1) of this Rule, or of the meetings of creditors and contributories under sub-rule (2) and of the application to be made to the Court under sub-rule (2), shall be part of the expenses of the liquidation.

**322. Duty of liquidator upon resignation.**—Upon a liquidator resigning or being released or removed from his office, he shall deliver over to the new liquidator all books kept by him, and all other books, documents, papers and accounts in his possession relating to the company or to the office of the liquidator.

**323. Books to be kept by the liquidator.**—(1) The liquidator shall keep proper books of account showing all receipts and payments made by him in the course of the liquidation.

(2) In a creditors' voluntary winding-up, he shall keep such books as the Committee of Inspection, or if there is no such Committee, as the creditors, direct, and submit all the books and accounts and documents and papers in his possession relating to his office as liquidator or to the company, to the Committee of Inspection, or if there is none, to the creditors whenever required by the Committee or creditors as the case may be.

(3) In addition to the books of account, the liquidator shall keep a record book in which shall be entered all minutes of proceedings and the resolutions passed at any meeting of the creditors or contributories or of the Committee of Inspection, particulars of all his transactions and negotiations in relation to the winding-up and all such matters other than matters of account as may be necessary to furnish a correct view of the administration of the company's affairs. He shall also keep a



book showing the dates at which all notices to creditors and shareholders were sent out and posted. The person who despatched the notices shall initial the entries in the book relating thereto.

(4) The accounts of the liquidator shall be open to the inspection of every creditor or contributory during office hours upon payment of a fee of Re. 1/- for every hour of inspection of part thereof.

**324. Banking account of the liquidator.**—The liquidator shall open a special account of the liquidation called the “Liquidation Account of..... Company Ltd.”

Company Private Ltd.”

Company.”

in a scheduled Bank, or, with the previous sanction of the Court, in any other Bank, as provided in Section 553(1), into which he shall pay all moneys received by him as liquidator, and the realisations of each day shall be paid into the said account without deduction not later than the next working day of the Bank, provided that the remittance of moneys into the Bank may be deferred until the realisations exceed Rs. 100/-. The money needed for meeting the expenses of liquidation or for making any payments by the liquidator in cash shall be drawn from the Bank by cheques drawn upon the Bank by the liquidator. All payments by the liquidator above Rs. 50/- shall ordinarily be made by cheque.

Unless the contrary appears, all references in these Rules to the Bank in a voluntary winding-up shall mean references to the Bank in which an account has been opened as aforesaid.

**325. Bills, cheques and securities to be deposited in Bank.**—All bills, cheques, hundies, notes and other securities of a like nature payable to the company or to the liquidator thereof shall, as soon as they come into the hands of the liquidator be deposited by him with the Bank for the purpose of being presented for acceptance and payment or for payment only as the case may be, and the proceeds when realised shall be credited by the Bank to the account of the liquidator.

**326. Investment of surplus funds.**—(1) All such money for the time being standing to the credit of the liquidation account as is not immediately required for the purposes of the winding-up, shall be invested by the liquidator in Government or trust securities or in interest bearing deposits in a Scheduled Bank.

(2) Rules 294 to 297 of these Rules relating to investments shall apply *mutatis mutandis* to investments made by the liquidator in every voluntary winding-up.

**327. Liquidator's statements under Section 551.**—In a voluntary winding-up or a winding-up under the supervision of the Court, the statements required to be filed under Section 551 with respect to the

proceedings in and position of the liquidation of a company the winding-up of which is not concluded within a year after its commencement, shall be filed with the Registrar of Companies twice in every year as follows:—

(1) The first statement, commencing from the date when a liquidator was first appointed and brought down to the end of twelve months from the commencement of the winding-up, shall be filed within one month from the expiration of such twelve months, and subsequent statements shall be filed at intervals of half a year, each statement being brought down to the end of the half year for which it is filed. Where the winding-up is concluded before the expiration of a half-yearly interval, the final statement of account brought down to the close of the winding-up shall be filed forthwith.

(2) Where the time for filing the statement has expired, the Court may on application extend the time, and unless the Court otherwise orders, the costs of such application shall be borne by the liquidator personally.

(3) The statement shall be in Form No. 153 (with such variations as may be necessary in the case of the final account), and shall be prepared in accordance with the instructions contained in the Form, and verified by an affidavit in Form No. 154.

(4) Where the liquidator has not, during any period for which the statement has to be filed, received or paid any money on account of the company, he shall, at the period when he is required to file his statement, file with the Registrar of Companies the prescribed statement in the above Form No. 153, in duplicate, containing the particulars therein required with respect to the proceedings in and the position of the liquidation, together with an affidavit of no receipts or payments.

(5) Every statement shall be filed in duplicate with the Registrar of Companies, and, in a winding-up under the supervision of the Court, a copy of the statement shall also be filed in the Court, within the time prescribed in clause (1) above.

**328. Annual statement under Sections 496(1)(b) and 508(1)(b).—**The statement to be laid, in the case of members' voluntary winding-up, before a general meeting of the company under Section 496(1)(b), and, in the case of a creditors' voluntary winding-up, before a general meeting of the company and a meeting of the creditors under Section 508(1)(b), shall be prepared in the same form as the Liquidator's statements under Section 551.

**329. Notice convening final meeting and the account to be laid before the meeting.—**The notice convening the final meeting of the company in a members' voluntary winding-up, or the final meetings of the company and the creditors in a creditors' voluntary winding-up, shall be in Form No. 155. The account of the winding-up to be laid by the liquidator before the said meeting or meetings shall be in Form No. 156. In a winding-up subject to supervision of the Court, a copy of the account shall also be filed in the Court.

**330. Consideration by Court of the statements under Section 551 and the final account, in a winding-up subject to the supervision of the Court.**—In a winding-up subject to the supervision of the Court, upon the filing into Court of each of the statements under Section 551(1) referred to in Rule 327 or of the account referred to in the last preceding Rule, the Registrar shall obtain orders of the Judge fixing a date for the consideration thereof by the Judge, and notify the date on the notice board of the Court and to the liquidator. The liquidator shall attend the consideration of the statement or of the final account, as the case may be, and shall give the Judge such further explanation or information with reference to the matters contained therein as the Judge may require.

**331. Returns to Registrar of Companies.**—The returns to be made to the Registrar of Companies under sub-Sections (3) and (4) of Sections 497 and 509 shall be in Forms Nos. 157 and 158 respectively.

**332. Inspection by creditor or contributory of statements filed by liquidator.**—Any creditor or contributory of a company which is being wound-up, shall be entitled to inspect any of the statements filed under Sections 496, 497, 508, 509 and 551 on payment of a fee of Re. 1 each, and to obtain a copy thereof or extract therefrom on payment of the prescribed charges.

**333. Audit of the liquidator's accounts.**—The company in general meeting in a members' voluntary winding-up, and the creditors in a creditors' voluntary winding-up, may, if and when they think fit, appoint an auditor to audit the accounts of the liquidator, and shall fix the fees to be paid to such auditor.

**334. Applications under Section 518.**—(1) An application under Section 518 shall be made by a Judge's summons, and notice of the application shall be given to the liquidator where he is not the applicant, to the respondents if any named in the application, and to such other persons and in such manner as the Court may direct.

(2) Where an order is made under Section 518 staying the proceedings in the winding-up, the order shall direct that the applicant at whose instance the order for stay was made shall, within 10 days of the making of the order, file a certified copy thereof with the Registrar of Companies.

#### **PAYMENT OF UNCLAIMED DIVIDENDS AND UNDISTRIBUTED ASSETS INTO THE COMPANIES LIQUIDATION ACCOUNT, IN A WINDING-UP**

**335. Statement to accompany payment.**—The statement to be furnished, under Section 555(3) to the Officer appointed by the Central Government, by the Official Liquidator in a winding-up by the Court and by a Liquidator in a voluntary winding-up, when making any payment of unclaimed dividends or undistributed assets into the Companies Liquidation Account in the Reserve Bank of India under Section 555(1) and (2), shall be in Form No. 159.

(2) The Liquidator shall, whenever called upon by the Central Government to do so, certify whether a person claiming payment from the Companies Liquidation Account under Section 555(7) is or is not entitled to the whole or any part of the amount claimed.

**336. Unclaimed dividends or undistributed assets under investment.**—For purposes of payment of unclaimed dividends and undistributed assets into the Companies Liquidation Account, money invested or deposited at interest by the liquidator shall be deemed to be money in his hands, and when such money forms part of the unclaimed dividends or undistributed assets of the company, the liquidator shall realise the investment or withdraw the deposit and shall pay the proceeds into the Companies Liquidation Account.

**337. Application by person for payment of money paid into the Companies Liquidation Account.**—An application under sub-Section (7)(a) of Section 555 by any person claiming to be entitled to any money paid into the Companies Liquidation Account for payment of such money shall state whether the applicant had made an application to the Central Government for the payment, and if so, the result of the application.

**338. Costs and expenses payable out of the assets in a winding-up by the Court.**—(1) The assets of a company in a winding-up by the Court remaining after payment of the fees and expenses properly incurred in preserving, realising or getting in the assets including, where the company has previously commenced to be wound-up voluntarily, such remuneration, costs and expenses as the Court may allow to the liquidator in such voluntary winding-up, shall, subject to any order of the Court and to the rights of secured creditors if any, be liable to the following payments which shall be made in the following order of priority, namely—

First—the taxed costs of the petition, including the taxed costs of any person appearing on the petition whose costs are allowed by the Court;

Next—the costs and expenses of any person who makes, or concurs in making, the company's statement of affairs;

Next—the necessary disbursements of the Official Liquidator other than expenses properly incurred in preserving, realising or getting in the properties of the company;

Next—the costs of any person properly employed by the Official Liquidator;

Next—the fees to be credited to Government under Section 451(2);

Next—the actual out of pocket expenses necessarily incurred by the members of the Committee of Inspection, and sanctioned by the Court.

(2) Save as otherwise ordered by the Court, no payments in respect of bills of advocates, shall be allowed out of the assets of the company without proof that the same have been considered and allowed by the taxing officer of the Court. The Taxing Officer shall, before passing the bills or charges of an advocate, satisfy himself that the appointment of an advocate to assist the liquidator in the performance of his duties has been duly sanctioned.

(3) Nothing contained in this Rule shall apply to or affect costs which, in the course of legal proceedings by or against the company which is being wound-up by the Court, are ordered by the Court in which such proceedings are pending, to be paid by the company or the liquidator, or the rights of the person to whom such costs are payable.

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**PART IV—COSTS AND TAXATION OF COSTS**

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**339. Taxation of costs in Bombay, Calcutta and Madras.**—Notwithstanding anything contained in these Rules, costs of all proceedings under the Act or these Rules in the High Courts of Bombay, Calcutta and Madras shall be taxed in accordance with the rules and the scale of fees in force in the said High Courts respectively and in accordance with the practice and procedure in the said respective Courts.

**340. Registrar to be Taxing Officer.**—The Registrar shall be the Taxing Officer of the Court for the purpose of these rules.

**341. Costs in the discretion of the Court.**—(1) Costs shall be in the discretion of the Court and no costs of, or incidental to, a proceeding shall be allowed between party and party, unless the same are expressly awarded by an order of the Court.

(2) The Court may, in any proceeding where costs are awarded to a party, direct payment of a sum in gross in lieu of taxed costs.

**342. Costs to be taxed in accordance with the practice and procedure of the Court.**—Save as provided by these Rules, the costs shall be taxed in accordance with the practice and procedure of the Court relating to taxation in its other proceedings.

**343. All proper charges to be allowed.**—The Taxing Officer shall allow all such costs, charges and expenses as appear to have been necessary and proper and shall not allow any costs, charges or expenses which appear to him to have been incurred or increased unnecessarily or through negligence or mistake.

**344. Contents of bill of costs.**—Every bill of costs shall be properly dated throughout, and shall show in separate columns professional charges and out of pocket expenses. The bill shall be signed by the advocate of the party on whose behalf it is presented, or, where the party has appeared in person in the proceeding to which the bill relates, by the party or his duly authorised agent.

**345. Vouchers to be filed.**—Every bill of costs shall, wherever possible, be accompanied by vouchers, and every item of disbursement and the nature thereof shall be distinctly specified, and no payment out of pocket shall ordinarily be allowed except on production of the necessary voucher, and, in the case of advocate's fees in a taxation between party and party, without a certificate signed by the advocate that the fee has been paid:

Provided that in the case of an advocate appearing for the Government or for the Official Liquidator, the fee may be allowed without the production of a certificate that the fee has been paid.

**346. Time for lodging bill.**—(1) Within four weeks from the date of the order awarding costs to any party, or within such further time as the Court may allow, the party to whom costs have been awarded shall lodge the bill of costs and vouchers with the Taxing Officer, and shall serve a copy of the bill on the party liable to pay the costs and file proof of such service with the Taxing Officer. The Taxing Officer shall fix a date for taxation of the bill and notify the parties of the date fixed.

(2) A bill of costs presented out of time shall be returned to the party and the Taxing Officer shall not receive or tax the bill without an order of the Court.

**347. Bill of costs by advocate or other person employed by Official Liquidator.**—Every advocate, accountant, auctioneer or other person employed by the Official Liquidator in a winding-up by the Court, shall, on request by the Official Liquidator (to be made in sufficient time before the declaration of a dividend) deliver his bill of costs or charges to the Official Liquidator, and if he fails to do so within 4 weeks of the receipt of the request or such extended time as the Court may allow, the Official Liquidator shall declare and distribute the dividend without regard to such person's claim, and the claim shall be forfeited; provided that the Court may, at any time before the declaration of the final dividend, for good cause shown, restore the claim and order the bill to be received without prejudice to the distribution of dividends declared prior to the making of the order. The request by the Official Liquidator shall be in Form No. 160, and shall be served personally or by registered post.

**348. Scale of advocates' fees.**—Save as otherwise provided by these Rules or by an order of the Court, the Taxing Officer shall allow on taxation fees to advocates not exceeding the scales set out in Appendix III hereof, having regard to the nature and complexity of the case.

**349. Fees in misfeasance proceedings.**—In a proceeding against the promoters or officers of a company under Section 542 or 543, the fees to advocates shall, subject to any order of the Court and to Rule 351 hereunder, be allowed on the same scale as if the proceeding were a suit for the amount claimed in such proceeding, and the scales of fees relating to suits in the Courts concerned shall be applied to such proceedings.

**350. Fees when proceeding is compromised.**—Where a proceeding is compromised prior to its being set down for hearing, the fees to be allowed to advocates between party and party shall be not more than half the amounts specified in Appendix III.

**351. Fees to more than one advocate.**—The Taxing Officer shall not allow a fee for more than one advocate for the same party unless the Court has certified for more than one advocate. Where such a certificate is given, the fee for the second advocate shall be allowed at three-fifths of the fee prescribed in Appendix III.

**352. Costs of parties having common interest.**—(1) Where two or more petitions or applications raise a common issue and are heard together and decided by a common judgment, unless the Court otherwise orders, only one set of costs shall be allowed to all the parties together in the said petitions or applications who have a common interest.

(2) Where different parties in the same proceeding have a common interest, only one set of fees shall be allowed to all of them together, though they may be represented by different advocates, unless the Court otherwise orders.

**353. Court's power to fix a fee.**—(1) Nothing in these Rules shall be deemed to prevent the Court from fixing a fee for any matter not provided for in these Rules, or from fixing a higher or a lesser fee than the fees prescribed in Appendix III, if in any particular case the Court considers it necessary to do so in the interests of justice.

(2) In any case where the contest has not been of a substantial nature, the Court may direct that the costs shall be on the uncontested scale.

**354. Reference to Judge in Chambers.**—Where any question arises in taxation on which the Taxing Officer consider it necessary to obtain the directions of the Court, he may refer the matter to the Judge in Chambers for necessary directions, and the taxation shall proceed in accordance with such directions.

**355. Allowance to witnesses.**—The allowances to be made to witnesses shall be on the same scales as are in force in the Court in respect of its other proceedings.

**356. Taxation between advocate and client.**—(1) Where a dispute arises between an advocate and his client as to the fees and charges payable to the advocate, either party may apply to the Judge in Chambers for an order to have the bill taxed, and on an order for taxation being made, the Taxing Officer may proceed to tax the bill. The application when made by the advocate shall be accompanied by a copy of the bill to be taxed:

Provided that where the client has expressed his consent in writing to the taxation of costs between himself and his advocate in any proceeding, the advocate may present the bill of costs in such proceeding for taxation without an order of the Judge, and the Taxing Officer shall thereupon proceed to tax the bill.

(2) In every case of taxation between advocate and client, the client shall be duly summoned by the Taxing Officer to attend the taxation, and the summons shall be served not less than 14 days prior to the date fixed for taxation.

(3) Subject to any agreement in writing to the contrary, the rules regulating the taxation of costs between party and party shall be applicable, as far as may be, to taxation between advocate and client:



Provided that all such charges and expenses as in the opinion of the Taxing Officer were necessary or proper or were incurred at the instance of the client, shall be allowed.

(4) No agreement between the advocate and his client to pay fees higher than those prescribed in Appendix III shall be recognised unless the same has been recorded in writing and is signed by the client and has been filed along with the appearance of the advocate in the case.

(5) Where the Taxing Officer is of opinion that any such agreement as aforesaid is unfair or unreasonable, he may refer the matter to the Judge who may thereupon make such order as he thinks just, and the taxation shall proceed in accordance with such order.

(6) This Rule shall not apply to a taxation of a bill of costs as between an advocate employed by the Official Liquidator and the Official Liquidator, which shall be taxed, subject to any order of the Court, according to the rules regulating taxation of costs between party and party.

**357. Review of taxation.**—(1) Any party who is dissatisfied with the allowance or disallowance by the Taxing Officer of all or any of the items in the Bill of Costs may, within 10 days of the passing of the Bill on taxation, apply to the Taxing Officer to review his decision in respect thereof.

(2) An application for review shall be made by a summons returnable before the Taxing Officer, and shall be accompanied by a statement of objections specifying the items or parts of the Bill with respect to which the review is sought and the grounds of objection. The summons together with a copy of the statement shall be served on the opposite party not less than four clear days before the date fixed for hearing the review.

(3) Upon an application to review his order, the Taxing Officer shall reconsider the taxation and may, where he thinks fit, receive further evidence in respect thereof, and shall state in a certificate the grounds of his decision on such review.

**358. Appeal against Review.**—(1) Any party dissatisfied with the decision of the Taxing Officer on review may, not later than seven days from the date of the decision, or such further time as the Judge may allow, appeal to the Judge in Chambers against the decision of the Taxing Officer. The appeal shall be made by a Judge's summons and shall be accompanied by a memorandum setting out the grounds of appeal. The summons together with a copy of the memorandum shall be served on the opposite party not less than four clear days before the date fixed for the hearing. On such appeal, the Judge may pass such orders as may seem just.

(2) Subject to the orders of Court on such appeal, if any, the decision of the Taxing Officer shall be final.

**359. Certificate of Taxation.**—Upon the Bill of Costs being taxed and subject to the orders of the Judge on appeal if any, the Taxing Officer shall issue a certificate of taxation showing the amount as taxed.

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**PART V—MISCELLANEOUS**

**360. Inspection of file.**—(1) Every duly authorised officer of the Central Government, and, save as otherwise provided by these Rules, every person who has been a director or officer of a company which is being wound-up, shall be entitled, free of charge, at all reasonable times to inspect the file of proceedings of the liquidation and to take copies or extracts from any document therein, and, on payment of the prescribed charges, to be furnished with such copies or extracts.

(2) Save as otherwise provided by these Rules, every contributory and every creditor whose claim or proof has been admitted, shall be entitled, on payment of the prescribed charges, at all reasonable times to inspect the file of proceedings and to be furnished with copies and extracts from any document therein.

**361. Saving of Rules under Special Acts.**—Nothing in these rules shall affect the operation of any rules framed under the Banking Companies Act, 1949, or the Insurance Act, 1938, or other Special Acts relating to any class of companies, and these Rules shall apply to such Companies subject to the Rules, if any, made under the said Special Acts.

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## **APPENDICES**

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**Appendix—I: Forms**

**TABLE OF FORMS**

**PART I—GENERAL**

1. General heading for proceedings.
2. Judge's summons.
3. Affidavit verifying petition.
4. Summons for directions.
5. Advertisement of petition.
6. Notice of petition.
7. Affidavit of service of petition on company.
8. Affidavit of service of petition/application on liquidator.
9. Notice of intention to appear.
10. List of persons intending to appear.

**PART II—PROCEEDINGS IN MATTERS OTHER THAN WINDING-UP**

11. Petition under Section 17 for confirming alterations of the memorandum.
12. Affidavit in support of the petition and the summons for directions.
13. Order on summons for directions.
14. Notice of hearing of petition.
15. Order on petition (confirming the alteration).
16. Petition under Section 579 for confirming the substitution of memorandum and articles for a deed of settlement.
17. Petition under Section 79 for sanction of issue of shares at a discount.
18. Petition under Section 101 for confirming the reduction of share capital.
19. Summons for directions.
20. Order on summons for directions.
21. List of creditors.
22. Affidavit verifying list of creditors.
23. Notice to creditors.
24. Advertisement of petition and list of creditors.
25. Affidavit of service.
26. Affidavit as to the result of notices issued.
27. Notice to creditors to come in and prove.
28. Affidavit of creditor proving debt.
29. Advertisement of hearing of petition.

30. Order confirming reduction of capital and approving minute.
31. Form of minute.
32. Notice of registration of order and minute.
33. Summons for directions to convene a meeting under Section 391.
34. Affidavit in support of summons.
35. Order on summons for directions.
36. Notice convening meeting.
37. Form of proxy.
38. Notice convening meeting of creditors/shareholders, etc.
39. Report by chairman.
40. Petition to sanction compromise or arrangement.
41. Order on petition.
42. Order under Section 394.
43. Petition by minority shareholders under Section 397.
44. Petition under Section 398 for relief against mismanagement.

#### PART III—WINDING-UP

45. Petition for winding-up (General Form).
46. Petition by creditor.
47. Petition by company.
48. Advertisement of petition.
49. Order appointing Provisional Liquidator.
50. Notification to Official Liquidator of winding-up order.
51. Notification to Official Liquidator of order appointing him Provisional Liquidator.
52. Winding-up order.
53. Notice of winding-up order.
54. Order for transfer of winding-up proceedings.
55. Notice to submit statement of affairs and attend Official Liquidator.
56. Order on application by Official Liquidator under Section 454(2).
57. Statement of affairs under Section 454.
58. Affidavit of concurrence in statement of affairs.
59. Certificate extending time for statement of affairs.
60. Preliminary report of the Official Liquidator under Section 455(1).
61. Report of result of meetings of creditors and contributories under Section 464

62. Notice to creditors and contributories.
63. Advertisement of notice to creditors to prove their claim.
64. Notice to creditor to prove his debt.
65. Notice to creditor to prove his debt (in voluntary winding-up).
66. Affidavit of proof of debt.
67. Proof of debt of workmen.
68. Notice to a creditor to attend the investigation or produce further evidence.
69. Notice of rejection of proof of debt.
70. Notice of admission of proof.
71. Certified list of proofs tendered to, and admitted or rejected by the Official Liquidator.
72. List of debts and claims against the company.
73. Summons for settlement of the list of creditors (in District Courts).
74. Notice to creditors to come in and prove (in District Courts).
75. Certificate as to settlement of the list of debts and claims (in District Courts)
76. Provisional list of contributories.
77. Notice to contributory of date fixed to settle list of contributories.
78. Affidavit as to the posting of notices fixing a date for the settlement of the list of contributories.
79. Certificate of final settlement of the list of contributories.
80. Notice to contributory of final settlement of list of contributories and that his name is included.
81. Affidavit of service of notice on contributory.
82. Certificate of settlement of a supplemental list of contributories.
83. Order varying list of contributories.
84. Order rectifying Register, list of contributories and certificate.
85. Notice to contributories of settlement of list of contributories by the Court (in District Courts)
86. List of contributories as settled by Court (in District Courts).
87. Notice of meetings of creditors and contributories under Section 464.
88. Notice of creditors' meeting under Section 464(1).
89. Notice of contributories' meeting under Section 464(2).
90. Notice of meeting (General Form) (Individual Notice).
91. Notice of meeting (General Form) (Advertisement).
92. Notice to officers of company to attend meeting of creditors or contributories.

93. Affidavit as to the posting of notices of meeting.
94. Nomination of chairman by Official Liquidator.
95. List of creditors (or contributories) present at a meeting.
96. Report of result of meeting(s) of creditors/contributories held under order of Court.
97. Form of general proxy.
98. Form of special proxy.
99. Notice by Official Liquidator requiring payment of money or delivery of property, books, etc., to the Official Liquidator.
100. Summons for leave to make a call.
101. Affidavit in support of application for leave to make a call.
102. Advertisement of application for leave to make a call.
103. Order giving leave to make a call.
104. Document making a call.
105. Notice to be served with the order sanctioning call.
106. Summons to enforce call.
107. Affidavit in support of application for payment of call.
108. Order for payment of call amount due from contributory.
109. Summons for leave to examine person(s) under Section 477.
110. Order for private examination under Section 477.
111. Summons to witness for examination under Section 477.
112. Order directing public examination.
113. Notice of public examination.
114. Notice to attend public examination.
115. Report to the Court where person examined refuses to answer to the satisfaction of the officer of Court.
116. Warrant against person who fails to attend examination.
117. Warrant of committal.
118. Order to liberate prisoner on his finding bail.
119. Requisition to Court in whose jurisdiction a person against whom a warrant of arrest has been issued is believed to be.
120. Summons under Section 542(1).
121. Summons under Section 543(1).
122. Points of claim under Section 542(1).
123. Points of claim under Section 543(1).
124. Notice to Liquidator to elect whether he will disclaim.
125. Notice by Liquidator of intention to apply to Court for leave to disclaim.
126. Summons for extension of time for giving notice of intention to apply for leave to disclaim.
127. Order extending time for disclaimer.



128. Notice of interest in property sought to be disclaimed.
129. Summons for leave to disclaim.
130. Affidavit in support of summons for leave to disclaim a lease.
131. Notice to parties interested in the property in respect of which the application to disclaim is made.
132. Order giving leave to disclaim.
133. Disclaimer of lease.
134. Notice of disclaimer of lease.
135. Order requiring parties interested in disclaimed lease to apply for vesting order or to be excluded from all interest in the leasehold premises.
136. Order vesting lease and excluding persons who have not elected.
137. Advertisement as to declaration of dividend.
138. Notice of dividend.
139. Authority to Official Liquidator to pay dividend to another person.
140. Schedule of contributories to whom return is to be paid.
141. Notice of return to contributories.
- 142-A. Register of Liquidations.
- 142-B. Central Cash Book.
- 142-C. Company's Cash Book.
- 142-D. General Ledger.
- 142-E. Cashier's Cash Book.
- 142-F. Bank Ledger.
- 142-G. Register of Assets.
- 142-H. Securities and Investment Register.
- 142-I. Register of Book-Debts and Outstandings.
- 142-J. Tenants Ledger.
- 142-K. Suits Register.
- 142-L. Decree Register.
- 142-M. Sales Register.
- 142-N. Register of Claims and Dividends.
- 142-O. Contributories' Ledger.
- 142-P. Dividends Paid Register.
- 142-Q. Commission Register.
- 142-R. Suspense Register.
- 142-S. Documents Register.
- 142-T. Books Register.

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- 142-U. Register of unclaimed dividends and undistributed assets deposited into the companies liquidation account in the Reserve Bank of India by the Official Liquidator.
  143. Form of Receipt.
  144. Official Liquidator's Statement of Account.
  145. Affidavit verifying account.
  146. Official Liquidator's Final Account.
  147. Requisition for audit of account.
  148. Annual statement to be filed by the Official Liquidator under Section 551.
  149. Declaration of solvency, embodying a statement of assets and liabilities (pursuant to Section 488).
  150. Form of statement of assets and liabilities.
  151. Notice of appointment of liquidator pursuant to Section 516 (for insertion in Gazette).
  152. Notice of appointment of liquidator pursuant to Section 516 (to be filed with the Registrar of Companies).
  153. Liquidator's statement of account pursuant to Section 551.
  154. Affidavit verifying account.
  155. Notice convening final meeting.
  156. Liquidator's statement of account of the winding-up (Members'/Creditors' voluntary winding-up) pursuant to Section 497/509.
  157. Return of Final Winding-up Meeting (pursuant to Section 497).
  158. Return of the final winding-up meetings of members and creditors (pursuant to Section 509).
  159. Statement of unclaimed dividends or undistributed assets, paid under Section 555(1) & (2) into the Companies Liquidation Account in the Reserve Bank of India.

#### PART IV—COSTS AND TAXATION OF COSTS

160. Request to deliver bill.
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## FORM No. 1

(See Rule 4)

*General heading for proceedings*

In the High Court at.....  
 [(Or) In the District Court of.....]

## Original Jurisdiction

In the matter of the Companies Act, 1956

and

In the matter of X. Y. Ltd.\*, (Give the name of the Company)

\*NOTE.—(1) Where the company is being wound-up, the words 'in liquidation' should be inserted in brackets after the name of the company (See Rule 115).

(2) Where the company is wound-up under the provisions of the Banking Companies Act, 1949 or the Insurance Act, 1938, the relevant Act should be set out in the cause title along with the Companies Act, 1956.

## FORM No. 2

(See Rule 19)

[Heading as in Form No. 1]

Company Application No.....of 19....

\*in Company Petition No.....of 19....

Name and Description

.....—Applicant(s).

*versus*

.....—Respondent(s)†.

*Judge's summons*

[Under‡.....]

Let all parties concerned attend the sitting Judge in Chambers/  
 Court on.....day, the.....day of.....  
 19..., at.....o'clock in the.....noon on the  
 hearing of an application by the applicant(s) above-named, for an  
 order that

\* \* \* \* \*

(Here set out the relief sought)

Dated this.....day of.....19....

Advocate for the  
 applicant(s).

Registrar.

\*To be included in the case of an interlocutory application.

†To be omitted where there is no respondent to the application.

‡Here insert the section of the Act or other provision of law under which the application is made.

This summons was taken out by Shri.....  
advocate for the applicant(s) and will be supported by the affidavit(s)  
of.....

To

[Respondent(s)]  
.....  
.....

[Or, if the summons is not to be served on any one, say, 'It is not intended to serve this summons on any person'.]

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FORM No. 3

(See Rule 21)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Affidavit verifying petition*

I, A. B., son of....., aged.....,  
residing at....., do solemnly affirm and  
say as follows:—

1. I am a director/secretary/...../of.....  
Ltd., the petitioner in the above matter [\*and am duly authorised by  
the said petitioner to make this affidavit on its behalf.]

[NOTE.—This paragraph is to be included in cases where the petitioner  
is the company.]

2. The statements made in paragraphs.....of the petition  
herein now shown to me and marked with the letter 'A', are true to  
my knowledge, and the statements made in paragraphs.....  
are based on information, and I believe them to be true.

Solemnly affirmed, etc.

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\*NOTE.—To be included when the affidavit is sworn to by any person  
other than a director, agent or secretary or other officer of the company.

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FORM No. 4

(See Rule 23)

[Heading as in Form No. 1]

Company Petition No.....of 19....

A. B. & Co., Ltd.—*Petitioner.*

Application No.....of 19....

*Summons for directions*

Let all parties concerned attend the sitting Judge in Chambers  
on.....day, the .....day of.....  
19...., at.....o'clock in the.....noon, on the  
hearing of an application by the above-named petitioner that a day

may be fixed for the hearing of the petition above-mentioned for ..... presented on the ..... day of ..... 19...., and that directions may be given as to the advertisement of the petition and the persons (if any) on whom the petition is to be served.

Dated this ..... day of ..... 19....

Advocate for petitioner.

Registrar.

This summons was taken out by Shri. .... advocate for the petitioner, and will be supported by the affidavit of .....

[NOTE.—It is not intended to serve this summons on any person.]

### FORM No. 5

#### *Form of advertisement of petition.*

(See Rule 25)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

#### *Notice of petition*

A petition under Section ..... of the Companies Act, 1956, for ..... was presented by ..... on the ..... day of ..... 19...., and the said petition is fixed for hearing before the Company Judge on ..... 19.... Any person desirous of supporting or opposing the said petition should send to the petitioner's advocate, notice of his intention, signed by him or his advocate, with his name and address, so as to reach the petitioner's advocate not later than \*two days before the date fixed for the hearing of the petition. Where he seeks to oppose the petition, the grounds of opposition or a copy of his affidavit shall be furnished with such notice. A copy of the petition will be furnished by the undersigned to any person requiring the same on payment of the prescribed charges for the same.

Dated ..... (Sd.) ..... (Name) .....

(Advocate for petitioner).

Address:

\*Where the petition is for winding-up, substitute 5 days for 2 days.

## FORM No. 6

(See Rule 27)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Notice of petition*

To

.....

Take notice that a petition under Section.....of the Companies Act, 1956, for.....presented by.....on the.....day of.....19..., was admitted on the.....day of.....19..., and that the said petition is fixed for hearing before the Company Judge on the.....day of.....19.... If you desire to support or oppose the petition at the hearing, you should give me notice thereof in writing so as to reach me not later than.....days before the date fixed for the hearing of the petition, and appear at the hearing in person or by your advocate. If you wish to oppose the petition, the grounds of opposition or a copy of your affidavit should be furnished with your notice. A copy of the petition will be furnished to you if you require it on payment of the prescribed charges for the same/is enclosed herewith\*.

(Name)

Dated..... (Sd.) .....  
(Advocate for petitioner).

Address:

[This notice should be served on or before the.....day of.....19...]

\*Note.—Where the notice is to a respondent named in the petition, a copy of the petition should be served on him along with the notice.

## FORM No. 7

(See Rule 30)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Affidavit of service of petition on company*

In the matter of a petition, dated.....for.....

I, ....., of etc., .....solemnly affirm and say as follows:—

1. [In the case of service of petition on a company by leaving it with an officer or employee of the company at the registered office, or, if no registered office, at the principal or last known principal place of business of the company.]

That I did on.....day, the.....day of .....19...., serve the above-named company with the above-mentioned petition by delivering to and leaving with [name and description], an officer or employee of the said company, a copy of the above-mentioned petition, duly sealed with the seal of the Court, at [office or place of business as aforesaid], at .....o'clock in the.....noon.

2. [In the case of no officer or employee of the company being found at the registered office or place of business.]

That I did on.....day, the.....day of .....19...., having after the due diligence failed to find any officer or employee of the above-named company at [here state registered office or place of business] leave there a copy of the above-mentioned petition, duly sealed with the seal of the court, at .....o'clock in the.....noon [add where such sealed copy was left, e.g., affixed to door of office, or placed in letter box, or otherwise].

3. [In the case of directions by the Judge or Registrar for substituted service.]

That I did on.....day, the.....day of .....19...., serve [name or names and description] with a copy of the above-named petition, duly sealed with the seal of the Court, by delivering the same together with a true copy of the order for substituted service dated,....., personally to the said....., at [place] at.....o'clock in the.....noon (or as the case may be).

4. [Where the service is by registered post.]

That I did on.....day, the.....day of .....19...., send by pre-paid registered post addressed to the said company at [here state registered office or place of business] [or addressed to (name and description) as directed by the Judge or Registrar], a true copy of the above-mentioned petition, and the postal voucher and the acknowledgement received in respect of the same are annexed hereto.

5. The copy served is a copy of the said petition now produced and shown to me marked 'A'.

Solemnly affirmed etc.

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FORM No. 8

(See Rule 30)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Affidavit of service of petition/application on liquidator*

In the matter of a petition/application, dated.....  
for.....

I, ..... of etc., .....  
solemnly affirm and say as follows:—

That I did, on ..... day, the .....  
day of ..... 19...., serve [name and description]  
the Liquidator of the above-named company, with a copy of the above-  
mentioned petition/application, duly sealed with the seal of the Court,  
by delivering the same personally to the said .....  
at [place], at ..... o'clock in the ..... noon  
[or by sending the same by registered post addressed to the said liqui-  
dator at ..... The postal receipt and acknowledge-  
ment are annexed hereto.]

The copy served is a copy of the said petition/application now  
produced and shown to me marked 'A'.

Solemnly affirmed, etc.

### FORM NO. 9

(See Rule 34)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Notice of intention to appear*

To

.....  
.....

Take notice that A. B., intends to appear at the hearing of the  
petition advertised to be heard on the ..... day of  
..... 19..., and to oppose (or support such  
petition.

(Name)  
(Sd.) .....

Address:

Dated: .....

[NOTE: Grounds of objection or copy of the affidavit, if any, should  
be served with the notice.]



FORM NO. 10

(See Rule 35)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*List of persons intending to appear*

The following are the names of those who have given notice of their intention to attend at the hearing of the petition herein on the ..... day of ..... 19...

Name	Address	Name of advocate, if any	Opposing	Supporting
------	---------	--------------------------	----------	------------

(Sd.).....

Advocate for the petitioner

FORM NO. 11

(See Rule 38)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

A. B. & Co., [Ltd] — Petitioner

*Petition under Section 17 for confirming alteration of memorandum*

The petition of A. B., & Co., [Ltd], the petitioner herein, sheweth as follows:—

1. The above-named company, the petitioner herein (hereinafter called 'the company') was registered on the ..... day of ..... 19.., under the provisions of [the Companies Act, 1956] as a company limited by shares/limited by guarantee/as an unlimited company (omit what is not required).

2. The registered office of the company is situate at .....

3. The capital of the company is Rs. .... divided into ..... shares of Rs. .... each, of which ..... shares have been issued and fully paid up (or paid up to the extent of Rs. .... per share). [Omit what is not appropriate. Any further particulars as to the share capital of the company and/or the liability of the members as may be appropriate should be set out.]

4. The objects for which the company was formed are set out in clause ..... of the memorandum of association annexed hereto. They are:—

[Here set out the objects in full where the alteration proposed is of the objects. Where the alteration proposed is confined to a change in the registered office of the company from one State or Union Territory to another, it is enough to set out the principal objects in brief.]

5. Shortly after its incorporation, the company commenced business and has since been and is still carrying on business.

6. By a special resolution of the company duly passed in accordance with Section 189 of the Companies Act, 1956, at a general meeting thereof held on the ..... day of ..... 19..., after due notice as provided in the Act, it was resolved unanimously (or by a majority of ..... votes to ..... votes) as follows:—

[Here set out the resolution]

NOTE: Where there are dissentient members, the number of such members and the total number of shares held by them should be set out in a separate paragraph.

7. [Set out the reasons for alteration]

8. [Set out whether the company has issued or agreed to issue any debentures, and whether the company has other debts, and if so, the nature and extent of such debts.]

9. The company is/is not in good financial position and has/has not sufficient working capital. The following summary extracted from its last balance sheet for the period ending ..... 19..., indicates its financial position:

Capital paid up	..	Rs.
Reserve Fund	..	Rs.
Undivided profits	..	Rs.
		Rs.
The assets of the company		
amounted to	..	Rs.
Less liabilities	..	Rs.
Excess of assets over		
liabilities	..	Rs.
[or, as the case may be]		

(Here set out any material alterations in the financial position of the company subsequent to the date of the last balance sheet).

10. No one will be prejudiced by the proposed alteration of the memorandum of association of the said company, and it is just and equitable that the alteration should be confirmed by the Court.

11. The petitioner therefore prays:—

(1) That the alteration of the memorandum of association of the company sought to be effected by the special resolution set out in paragraph 6 above and passed at a general meeting of the company held on the ..... day of ..... 19.. be confirmed;

(2) Or, such other order may be made as in the premises to this Court may seem fit.

Dated: .....

Advocate for the petitioner.

Petitioner.

## FORM NO. 12

(See Rule 38)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

A. B. & Co., [Ltd] — Petitioner

*Affidavit in support of the petition and the summons for directions*

I, X. Y., etc., solemnly affirm and say as follows:—

1. I am the chairman of the Board of Directors/a Director/..... of the above-named company, and I have been a director of the company since ..... 19... [The capacity in which the deponent swears to the affidavit should be set out].

2. I have read the petition now shown to me and marked 'A', and state that the statements made in paragraphs 1 to 10 thereof are correct and true to my knowledge.

3. The printed copy of the memorandum and articles of association with a copy of every special resolution of the company now in force and annexed thereto (other than the special resolution referred to in the petition), now shown to me and marked 'B', is a true and correct copy of the said memorandum and articles.

4. The general meeting referred to in paragraph 6 of the petition was duly convened in pursuance of the notice now shown to me and marked 'C'. A copy of this notice was duly sent out to all the shareholders in accordance with the provisions of the Act and the articles of association [If the notice was advertised in any newspaper, it may be so stated, and a copy of the issue in which the advertisement appeared annexed].

5. I was the chairman (or was present) at the meeting held in pursuance of the said notice at which the special resolution referred to in para 6 of the petition was passed. (or Shri ..... was the chairman of the meeting.) The said resolution was duly passed in accordance with Section 189 of the

Companies Act, 1956, unanimously (or by a majority of ..... votes against ..... votes). The book now produced and shown to me and marked 'D' is the minute book of the company, containing minutes of proceedings at general meetings of the company, and the proceedings of the meeting held on the said ..... day of ..... 19.., have been correctly recorded therein.

6. It is prayed that directions may be given as to the date of hearing and the advertisement of the petition.

Solemnly affirmed etc.

(Sd)

X. Y.

[NOTE: Necessary alterations should be made where the petition is for confirming an alteration in the form of the constitution of the company by substituting a memorandum and articles for a deed of settlement under Section 579.]

### FORM NO. 13

(See Rule 39)

[Heading as in Form No. 1]

Company Petition No. .... of 19..

A. B. & Co., [Ltd] — Petitioner

Application No. .... of 19..

Before the Hon'ble Mr. Justice .....

(or Shri ....., District Judge)

Dated .....

#### *Order on summons for directions*

Upon the application by summons dated ..... 19.., of A. B. & Co., [Ltd]., the petitioner named in the petition presented on the ..... day of ..... 19.., and upon hearing Shri ....., advocate for the petitioner, upon reading the said petition and the affidavit of X. Y., filed the ..... 19.., and the exhibits therein referred to, [and it appearing that there are no debenture holders or other creditors of the above company entitled to object to the alteration] and the Court being of the opinion that the advertisements [and notices] hereinafter directed will be sufficient notice to all persons whose interests will be affected by the proposed alteration in the memorandum of association of the said company [omit what is not appropriate].

It is ordered that the said petition be posted for hearing on ..... day, the ..... day of ..... 19.., when any person whose interests are likely to be affected by the proposed alteration and who desires to object, may attend and be heard, and it is further ordered that notice of the presentation of the said petition and of the said day appointed for the hearing thereof be published on or before the ..... 19.., once each in ..... (here mention the newspapers) requiring any person interested who desires to object to the proposed alteration to give notice in writing to the advocate for the petitioner on or before

the ..... day of ..... 19.., of his objection, if any, to the proposed alteration to the memorandum aforesaid together with the grounds of such objection [and that notice to the like effect be given to every debenture holder of the company and to every creditor whose claim amounts to not less than Rs. 500/-].

That notice of the presentation of the petition aforesaid and of the date fixed for the hearing thereof, together with a copy of the petition, be served on the Registrar of Companies [and on the Central Government].

Dated this ..... day of ..... 19...

(By the Court)

Registrar

[NOTE: Necessary alterations should be made where the petition is for confirming an alteration in the form of the constitution of the company by substituting a memorandum and articles for a deed of settlement under Section 579.]

FORM NO. 14

(See Rule 39)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

A. B. & Co., [Ltd] — Petitioner

*Notice of hearing of petition*

Notice is hereby given that a petition was, on the ..... day of ..... 19.., presented to the Court by the above-named company, to confirm the alteration of the memorandum of association of the said company [or the alteration of the constitution of the company by substituting a memorandum and articles for the deed of settlement] resolved on by a special resolution of the company passed at the general meeting of the said company held on the ..... day of ..... 19.., as follows:—

[Here set out the resolution in full or its substance.]

And notice is further given that the said petition is directed to be heard before the Court on ..... day, the ..... day of ..... 19.., and any person interested in the said company as a debenture holder, creditor or member thereof, or otherwise, who wishes to oppose the making of an order confirming the said alteration should give notice of his intention and the grounds of his objection in writing to the advocate of the company so as to reach him not later than the ..... day of ..... 19.. and should appear at the time of the hearing in person or by advocate when he will be heard. A copy of the said petition will be furnished to any such person requiring it on payment of the prescribed charges for the same.

Dated this ..... day of ..... 19...

Advocate for the company.

## FORM NO. 15

(See Rule 42)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

A. B. &amp; Co., [Ltd] — Petitioner

Before the Hon'ble Mr. Justice .....

(or Shri ....., District Judge)

Dated .....

*Order on petition (confirming the alteration)*

Upon the petition of the company above-named presented to this Court on the ..... day of ..... 19.., and upon hearing counsel for the petitioner, and upon reading the said petition and the affidavit in support thereof of ..... filed the ..... day of ..... 19.., and the exhibits therein referred to, and the order dated ..... 19.., made upon the summons for directions, and the notice of the hearing of the said petition having been duly advertised [\*and having been duly served on the several persons] as directed by the said order, and notice having also been served on the Registrar of Companies [\*and on the Central Government] and the Court being satisfied that [\*there are no debenture holders of the said company and that] sufficient notice has been given [\*to every debenture holder of the said company and] to every person whose interests will be affected by the alteration, and upon hearing the Registrar of Companies [\*and upon hearing the objections of ..... (here set out the parties, if any, appearing and objecting to the proposed alteration) ], [\*and the Court being satisfied that with respect to every creditor entitled to object and objecting to the alteration, either his consent to the alteration has been obtained or his debt or claim has been discharged or determined or been duly secured].

[\*The words in brackets to be inserted if necessary]

**THIS COURT DOTH ORDER**

(1) That the alteration in the memorandum of association of the said company proposed by the special resolution of the above-named company passed in accordance with Section 189 at a general meeting of the said company held on the ..... day of ..... 19.., (which special resolution is set forth in Schedule I hereto), be and the same is hereby confirmed;

[Where the Court confirms the alterations in part or subject to any terms and conditions, the clause should be suitably recast in accordance with such order.]

(2) That the memorandum of association of the company as altered by this order shall be as set out in Schedule II hereto.

## SCHEDULE—I

[Here set out the special resolution.]

## SCHEDULE—II

*Memorandum of the company as altered.*

Dated this ..... day of ..... 19...

(By the Court)

Registrar

[NOTE: Necessary alterations should be made where the order is on a petition under Section 579 for confirming an alteration in the constitution of the company by substituting a memorandum and articles for the deed of settlement.]

## FORM NO. 16

(See Rule 43)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

A. B. &amp; Co., Ltd.,—Petitioner

*Petition under Section 579 for confirming the substitution of memorandum and articles for a deed of settlement.*

The petition of A. B. & Co., Ltd., the petitioner herein, sheweth as follows:—

1. The above-named company was constituted under a deed of settlement dated ....., and expressed to be made between ..... of the first part, ..... of the second part and ..... of the third part etc. The said company was registered in pursuance of Part IX of the Companies Act, 1956, as a company limited by shares/limited by guarantee/unlimited company (omit what is not required).

2. The registered office of the company is situated at .....

3. The capital of the company is Rs. .... divided into ..... shares of Rs. .... each, of which ..... shares have been issued and fully paid up [omit what is not appropriate. Any further particulars as to share capital of the company and/or liability of the members as may be appropriate, should be set out.]

4. The objects for which the company was established were set forth in clause ..... of the deed of settlement, and were as follows:—

[Here set out the objects]

5. Shortly after its incorporation, the company commenced business and has been and is still carrying on business in accordance with the said deed of settlement and the regulations subsequently made and now in force.

6. By a special resolution of the company, duly passed in accordance with Section 189 of the Companies Act, 1956, at a general meeting thereof, held on the.....day of.....19....., after due notice as provided in the Act, it was resolved unanimously (or, by a majority of ..... votes against ..... votes), as follows:—

[Here set out the resolution]

7. The objects of the company as set out in the memorandum of association referred to in the said special resolution are the same as those contained in the deed of settlement, and set out in para 4 above, except for a purely verbal alteration in clause ..... necessitated by the difference in the form of the two documents [or, if there is an alteration in the objects, set out the proposed alterations and give reasons for the same].

8. [Set out whether the company has issued or agreed to issue any debentures and whether the company has other debts, and, if so, the nature and extent of such debts.]

9. The company is/is not in good financial condition, and has/has not sufficient working capital. The following summary, extracted from its last balance sheet for the period ending.....19....., indicates its financial position:—

Capital paid up	..	Rs.
Reserve Fund	..	Rs.
Undivided profits	..	Rs.
		Rs.
The assets of the company amounted to	..	Rs.
Less liabilities	..	Rs.
Excess of assets over liabilities	..	Rs.
[or, as the case may be]		

10. No one will be prejudiced by the proposed alteration in the constitution of the company by the substitution of the memorandum and articles referred to in the special resolution for the deed of settlement and the regulations now in force [\*and in the objects of the company] and it is just and equitable that the alteration should be confirmed by the Court.

11. The Petitioner therefore prays:—

- (1) That the alteration of the Constitution of the company sought to be effected by the special resolution set out in paragraph 6 above and passed at a general meeting of the company held on the .....day of....19.... by the substitution of the memorandum and articles of association annexed hereto for the deed of settlement dated ..... and for all the regulations of the company subsequently made and now in force, be confirmed.

\*To be inserted where there is an alteration of objects.



(2) Or, such other order may be made as in the premises may seem fit to this Court.

Dated: .....

Advocate for petitioner.

Petitioner.

FORM NO. 17

(See Rule 44)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

A. B. & Co., Ltd.,—Petitioner

*Petition under Section 79 for sanction of issue of shares at a discount.*

A. B. & Co., Ltd., the petitioner above-named, states as follows:—

1. The above-named company, the petitioner herein (hereinafter called 'the company') was registered on the ..... day of ..... 19....., under the provisions of the [Companies Act, 1956] as a company limited by shares.

2. The registered office of the company is situate at .....

3. The objects of the company are as set out in the memorandum of association annexed hereto. They are briefly:—

[Set out the main objects in brief]

4. The authorised capital of the company is Rs. .... divided into ..... shares of Rs. .... each, of which ..... shares have been issued, and have been paid up or credited as fully paid up, (or, have been paid up to the extent of Rs. .... per share).

[If there are different classes of shares, all the classes should be set out with particulars as to the amounts paid up on each share of every class.]

5. After its incorporation, the company became entitled to commence business on the.....day of ..... 19 ....., and has since been and is still carrying on business.

6. By a resolution of the company duly passed in accordance with Section 189, at a general meeting of the company held on the ..... day of ..... 19 ....., after due notice as provided in the Act, it was unanimously ( or, by a majority of ..... votes to ..... votes) resolved as follows:—

[Here set out the resolution]

[If the rate of discount exceeds ten per cent, state if the permission of the Central Government has been obtained for the higher rate, and if so, mention the date and nature of the order. The original order should be annexed to the petition.]

7. The shares proposed to be issued as aforesaid are of the same class of shares as have been already issued, and it is more than (state the period) since the company became entitled to commence business.

8. [Here set out (in separate paragraphs, if need be) the nature of the business, the way it has been conducted, the financial position of the company and the circumstances that necessitate the issue of shares at a discount and how the proposed issue would be beneficial to the company.]

9. The petitioner therefore prays:—

(1) That the issue of ..... shares of Rs. .... each at a discount of .... per cent resolved on by a resolution of the company passed at its general meeting held on the ..... day of ..... 19..., be sanctioned, and

(2) That further or other order be made as to the Court may seem fit.

Dated: .....

Advocate for petitioner.

Petitioner.

-----  
FORM NO. 18

(See Rule 46)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

A. B. & Co., Ltd.,—Petitioner

*Petition under Section 101 for confirming the reduction of share Capital*

The petition of A. B. & Co., Ltd., the petitioner herein sheweth:

1. The above-named company, the petitioner herein (hereinafter called 'the company') was registered on the ..... day of ..... 19 .., under the provisions of the [Companies Act, 1956], as a company limited by shares/limited by guarantee with a share capital.

2. The registered office of the company is situate at .....

3. The objects of the company are [manufacture of bicycles etc.] and other objects set forth in the memorandum of association thereof.

4. The capital of the company is Rs. .... divided into  
 .... shares of Rs. .... each, of which, ....  
 shares have been issued and have been fully paid up or credited as  
 fully paid up (or have been paid up to the extent of Rs. ....  
 per share).

[NOTE: Where there is more than one class of shares, the petition  
 should set out the classes of shares and state specifically whether there  
 is or there is not any priority as to capital.]

5. Shortly after its incorporation, the company commenced busi-  
 ness, and it has since been and is still carrying on business.

6. By article(s) .... of the articles of association of the  
 company, it is provided that the company may, from time to time,  
 by special resolution reduce its capital in any manner permitted by  
 law.

7. [Set out reasons for reduction.]

8. By a special resolution of the company, duly passed in accord-  
 ance with Section 189 of the Companies Act, 1956, at a general  
 meeting thereof, held after due notice as provided in the Act on the  
 .... day of ..... 19 , it was resolved:

[Here set out the resolution]

9. [Here set out whether the reduction of capital does or does not  
 involve either the diminution of any liability in respect of unpaid capi-  
 tal or the payment to any shareholder of any paid-up capital, and  
 whether the company has creditors or any class of them entitled to  
 object.]

10. The form of the minute proposed to be registered under  
 Section 103(1)(b) is as follows:

[Here set out the proposed minute]

11. The petitioner therefore prays:—

- (1) That the reduction of capital resolved on by the special  
 resolution set out in paragraph 8 above be confirmed;
- (2) That to this end all inquiries and directions necessary  
 and proper be made and given;
- (3) That the proposed minute be approved; and
- (4) That such further or other orders be made in the premises  
 as to the Court shall seem fit.

Dated: .....

Advocate for petitioner

Petitioner.

## FORM NO. 19

(See Rule 46)

[Heading as in Form No. 1]

Company Petition No. .... of 19 .

A. B. &amp; Co., Ltd.,—Petitioner

Application No. .... of 19 .

*Summons for directions*

Let all parties concerned attend the sitting Judge in chambers on ..... day, the ..... day of ..... 19 , at ..... o'clock in the ..... noon, on the hearing of an application by the above-named company [that a day may be fixed for the hearing of the petition above-mentioned for the reduction of the company's capital presented on the ..... day of ..... 19 , and that directions may be given as to the advertisement of the petition and that the certificate of creditors be dispensed with] (or) [for directions as to the proceedings to be taken for settling a list of creditors of the said company entitled to object to the proposed reduction, and the notices and advertisements to be issued etc.]

Dated this ..... day of ..... 19 .

Advocate for petitioner.

Registrar.

This summons was taken out by Shri..... advocate for the company and will be supported by the affidavit of .....

[NOTE: It is not intended to serve this summons on any person.]

## FORM NO. 20

(See Rule 48)

[Heading as in Form No. 1]

Company Petition No. .... of 19 .

A. B. &amp; Co., Ltd.,—Petitioner

Application No. .... of 19 .

Before the Hon'ble Mr. Justice .....  
(or Shri ....., District Judge)

Dated .....

*Orders on summons for directions*

Upon the application of A. B. & Co., Ltd., the petitioner in the petition above-mentioned, by summons dated the ..... day of ..... 19 , and upon hearing Shri .....

....., advocate for the petitioner, and upon reading the said petition filed on the ..... day of ..... 19 , and the affidavit of ..... filed on ..... 19 , and the several exhibits therein referred to, and it appearing that the special resolution for the reduction of the capital of the said company referred to in the said petition has been duly passed;

[It is ordered that Section 101(2) shall not apply to (here set out the class or classes of creditors to whom Section 101(2) is not to apply) and]. It is ordered that an inquiry be made to ascertain the debts, claims and liabilities of or affecting the said company as on the ..... day of ..... 19 , [other than the debts, claims or liabilities in respect of (here set out any debts, claims or liabilities which have been excluded from the provisions of Section 101(2) by the earlier part of the order)].

And it is ordered that a list of creditors of the said company to whom the inquiry extends be made out as on the said ..... day of ..... 19 , and that the said list, and an affidavit verifying the same, be filed in the office of the Registrar within ..... days hereof.

And it is further ordered that notice, in the prescribed Form, of the presentation of the petition and of the list of creditors be inserted in ..... (here set out the newspapers) on or before the ..... day of ..... 19 .

And it is further ordered that any creditor whose name does not appear in the list, but who claims to be entitled to be entered therein, or who claims to be a creditor for a larger amount than that for which he is entered on such list, shall, on or before the ..... day of ..... 19 , send in his name and address and the particulars of his debt or claim and the name and address of his advocate, if any, to the advocate of the company.

And it is further ordered that notice of the day fixed as last aforementioned be given by registered post to every creditor whose name appears in such list.

And it is further ordered that a statement signed and verified by the Advocate for the Company, as to the result of the notices, and an affidavit by a competent officer or officers of the company as required by Rule 55 of the Companies (Court) Rules, 1959, be filed on or before the ..... day of ..... 19 .

Dated this ..... day of ..... 19 .

(By the Court)

Registrar.

## FORM NO. 21

(See Rule 49)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

A. B. &amp; Co., Ltd.,—Petitioner

List of creditors as on the ..... day of ..... 19 ..

Serial No.	Name, address & description of creditor	Nature of debt or claim	Amount or estimated value of the debt or claim

(Sd) .....

Director, Secretary or other competent officer of the company.

The above list of creditors marked 'A' was produced and shown to E. F., and is the same list of creditors referred to in his affidavit sworn before me this ..... day of ..... 19 ..

X. Y.,

Commissioner for oaths.

## FORM NO. 22

(See Rule 50)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

A. B. &amp; Co., Ltd.,—Petitioner

Affidavit verifying list of creditors

I, E. F., of ..... etc., solemnly affirm and say as follows:—

1. I am the ..... of the said company.

2. The writing now produced and shown to me and marked with the letter 'A' contains a list of the creditors of, and persons having claims upon, the said company on the ..... day of ..... 19 .., (the date fixed by the order made in this matter dated ..... ) together with their respective addresses and the nature and amount of their debts or claims and such list is to the best of my knowledge, information and belief a true and accurate

list of such creditors and persons having claims on the day aforesaid, and in cases of debts payable on a contingency or not ascertained, or any claims admissible to proof in a winding up, the values thereof as stated in such list, are, in my belief, just and proper estimates of the values of such debts and claims respectively.

3. To the best of my knowledge and belief there was not at the date aforesaid, any debt, claim or liability which, if such date were the commencement of the winding up of the said company, would be admissible in proof against the said company, other than and except the debts, claims and liabilities set forth in the said list and the debts, claims and liabilities to which the inquiry directed by the order made herein and dated the ..... day of ..... 19 , does not extend.

4. I am enabled to make the above statements from facts within my knowledge as the ..... of the said company, and from information derived upon investigation of the affairs and the books, documents and papers of the said company.

Solemnly affirmed etc.

Deponent.

#### FORM NO. 23

(See Rule 52)

[Heading as in Form No. 1]

Company Petition No. .... of 19 .

A. B. & Co., Ltd.,—Petitioner

*Notice to creditors*

To

.....  
.....

You are requested to take notice that a petition was presented to the High Court at ..... (or, the District Court of ....), on the ..... day of ..... 19 , for confirming the reduction of the capital of the above company from Rs. .... to Rs. ...., and that by an order dated ..... 19 , an inquiry was directed as to the debts, claims and liabilities of the said company as on the ..... day of ..... 19 , [other than the debts, claims and liabilities in respect of (here set out the nature of the debts, claims or liabilities to which the inquiry does not extend)]. In the list of persons admitted by the company to have been on the said ..... day of ..... 19 , creditors of the company for debts, claims and liabilities to which such inquiry extends, your name is entered as a creditor for Rs. .... (the nature of the debt or claim to be stated).

If you claim in respect of any such debt, claim or liability to have been, on the last mentioned day, a creditor to a larger amount than is stated above, you must, on or before the ..... day of ..... 19 .., send your name and address, the particulars of your claim and the name and address of your advocate, if any, to the undersigned at ..... In default of your so doing the above entry in the list of creditors will, in all the proceedings under the above petition to reduce the capital of the company, be treated as correct.

Dated: .....

Advocate for the company.

### FORM NO. 24

(See Rule 53)

[Heading as in Form No. 1]

Company Petition No.....of 19 ..

A. B. & Co., Ltd.—Petitioner.

#### *Advertisement of petition and list of creditors*

Notice is hereby given that a petition for confirming the reduction of the capital of the above company from Rs..... to Rs. .... was, on the ..... day of ..... 19 .., presented to the High Court at ..... (or the District Court of .....), and by order dated the ..... day of ..... 19 .., an inquiry was directed as to the debts, claims and liabilities of the said company as on the .. day of ..... 19 .., [other than debts, claims and liabilities in respect of (here set out the nature of the debts, claims and liabilities to which the inquiry does not extend)]. A list of the persons admitted by the company to have been creditors thereof on the said date for debts, claims and liabilities to which the inquiry extends, may be inspected at the offices of the company at ..... or at the office of Shri ....., advocate for the company, at any time during usual business hours, on payment of a fee of one rupee.

Any person who claims to have been on the said ..... 19 .., and still to be, a creditor of the company in respect of any such debt, claim or liability, and who is not entered on the said list and claims to be so entered, must, on or before the ..... day of ..... 19 .., send in his name and address, and the particulars of his claim and the name and address of his advocate (if any) to the undersigned at ....., or, in default thereof, he will be precluded from objecting to the proposed reduction of capital.

Dated this..... day of ..... 19 ..

A. B.

Advocate for the company.



## FORM NO. 25

(See Rule 54)

[Heading as in Form No. 1]

Company Petition No.....of 19 .

A. B. &amp; Co., Ltd.—Petitioner.

*Affidavit of service*

I, ..... (name etc.), do solemnly affirm and say as follows:—

1. I did on the ..... day of ..... 19 , serve a true copy of the notice now produced and shown to me and marked 'B' upon each of the respective persons whose names, addresses and descriptions appear in the second column of the list of creditors marked 'A', referred to in the affidavit of ....., filed on the ..... day of ..... 19 , by sending such copies by registered post to their respective addresses appearing in the said list, and the postal receipts and the acknowledgements [including (if any) the covers returned as undelivered] now produced and shown to me and marked C to Cn are the receipts and acknowledgements received from the post office in respect of the said registered letters.

2. A true copy of the notice now produced and shown to me and marked 'D' has been published in the issue(s) of ..... (state the newspapers) dated the ..... 19 .

Solemnly affirmed etc.

(Sd.) .....

Deponent.

## FORM NO. 26

(See Rule 55)

[Heading as in Form No. 1]

Company Petition No.....of 19 .

A. B. &amp; Co., Ltd.—Petitioner.

*Affidavit as to the result of notices issued.*

I, C. D., advocate for the company, state as follows:—

1. I have in the list now produced and shown to me and marked 'E' set forth all claims, the particulars of which have been sent to me pursuant to the notice referred to as Exhibit 'B' in the affidavit of ..... filed on the ..... day of ..... 19 , by persons claiming to be creditors of the said company for larger amounts than are stated in the list of creditors marked 'A' referred to in the affidavit of ..... filed on the ..... day of ..... 19 .

[(or) No person has sent in to me pursuant to the said notice 'B' a claim to be entered on the said list for a larger sum than that in respect of which he is entered in the said list 'A'.]

2. I have in the list now produced and shown to me and marked 'F' set forth all claims the particulars of which have been sent in to me pursuant to the notice referred to in paragraph 2 of the affidavit of ..... filed on the ..... day of ..... 19 .., by persons whose names do not appear in the list of creditors marked 'A' aforesaid, but who claim to be creditors of the said company as on the ..... 19 .., and to be entered on the said list.

[(or) No claims have been sent to me pursuant to the notice referred to in para 2 of the affidavit of .... filed the .... day of ..... 19 .., by persons not entered on the said list 'A' aforesaid, and claiming to be so entered.]

I declare that the statements are true to my knowledge.

(Sd.)

Advocate for the company.

I, E. F., Managing Director of the said company, etc., do solemnly affirm and say as follows:—

1. I have in the first part of the said list marked 'E' (now produced and shown to me) and also in the first part of the list marked 'F' (now produced and shown to me) respectively set forth such of the said debts and claims as are admitted by the said company to be due wholly or in part, and how much is admitted in respect of such of the same debts and claims respectively as are not wholly admitted, and such of the same debts and claims as the company contends are wholly, or as to any and what part thereof, not included in the inquiry in this matter.

2. I have in the second part of the said lists marked 'E' and 'F' set forth such of the debts and claims as are wholly disputed by the said company, and such of the same debts and claims as the company contends would, even if admitted, be wholly, or as to any and what part thereof, not included in the inquiry in this matter.

In the said lists marked 'E' and 'F' are distinguished such of the debts the full amounts whereof are proposed to be appropriated in such manner as the Judge shall direct.

The Exhibits now produced and shown to me and marked G to Gn are the receipts and the written consents of such of the persons as have been paid by the said company, or have consented to the proposed reduction of the share capital.

The said company is willing to set apart and appropriate the full amount of the debts, claims and liabilities specified in the said list 'A' and in the said Exhibits 'E' and 'F' in respect of which consents have not been obtained or which the said company has not paid or discharged.

All rents, rates, taxes, salaries, wages and other incidental expenses current on the said ..... day of ....., 19 ....., and since become due have been paid and discharged by the said company.

Solemnly affirmed etc.

(Sd.) E. F.

### EXHIBIT E

List of debts and claims of which the particulars have been sent in by persons claiming to be creditors of the said company for larger amounts than are stated in the list of creditors made out by the company.

#### First Part

Debts and claims wholly or partly admitted by the company.

Name, address and description of creditor.	Particulars of debt or claim	Total amount claimed	Amount admitted by the company to be within the enquiry and to be owing to creditor	Debts proposed to be appropriated in full although disputed	Amounts admitted by the company to be owing but which it is contended are not within the inquiry
1	2	3	4	5	6

#### Second Part

Debts and claims wholly disputed by the company

Name, address and description of claimant	Particulars of claim	Total amount claimed	Debts proposed to be appropriated in full although disputed	Amounts which even if admitted, it is contended would not be within the inquiry
1	2	3	4	5

## EXHIBIT F

List of debts and claims, the particulars of which have been sent in by persons claiming to be creditors of the company and to be entered on the list of creditors made out by the company.

Parts 1 and 2 as in Exhibit 'E'

The above lists marked 'E' and 'F' were shown to C. D., and E. F., and are the same as referred to in their respective statement and affidavit.

Solemnly affirmed before  
me this ..... day of  
..... 19 ..

(Sd.)

Commissioner for oaths.

FORM NO. 27

(See Rule 56)

[Heading as in Form No. 1]

Company Petition No..... of 19 ..

A. B. & Co., Ltd.—Petitioner.

*Notice to creditors to come in and prove*

To

.....  
.....

You are hereby required to come in and prove [(or), establish your title to be entered in the list of creditors in this matter in respect of] the debt claimed by you against the above company, by filing your affidavit and serving a copy thereof on Shri ..... advocate for the company on or before the ..... day of ..... 19 .., and you are to attend in person or by advocate before the Judge sitting in Chambers on the ..... day of ..... 19 .., at ..... o'clock in the ..... noon, being the time appointed for hearing and adjudicating upon the claim, and produce your evidence relating to your claim.

In default of your complying with the above directions, you will [be precluded from objecting to the proposed reduction of the capital of the company] or [be treated as a creditor for such amount only as is set against your name in the list of creditors in all proceedings relating to the proposed reduction of capital].

Dated this ..... day of ..... 19 ..

(Sd.)

Advocate for the company.

## FORM NO. 28

(See Rule 56)

[Heading as in Form No. 1]

Company Petition No.....of 19 .

A. B. &amp; Co., Ltd.—Petitioner.

*Affidavit of creditor proving debt*

I, X. Y., of.....etc., do solemnly affirm and say as follows:—

1. That the above-named company was on the ..... day of .....19 , and still is justly and truly indebted to me in the sum of Rs. .... [here state the consideration for the debt e.g., for goods sold and delivered by me to the company between ..... 19 , and ..... 19 , as shown by the account produced and shown to me and marked 'A' etc. State also the security held, if any, for the debt.]

2. I have not, nor has any person by my order, to my knowledge or belief, for my use, had or received the sum aforesaid or any part thereof or any manner of satisfaction or security whatever for the same or any part thereof (except the security hereinbefore referred to).

Solemnly affirmed, etc.

(Sd.) X. Y.

Note:—Where the affidavit is made by an agent of the creditor, the deponent should state his authority for making the same and his means of knowledge.

## FORM NO. 29

(See Rule 59)

[Heading as in Form No. 1]

Company Petition No.....of 19 .

A. B. &amp; Co., Ltd.—Petitioner.

*Advertisement of hearing of petition*

Notice is hereby given that a petition presented to the High Court at ..... (or the District Court of ..... ) on the ..... day of ..... 19 , for confirming the reduction of the capital of the above company from Rs. .... to Rs. ...., will be heard before the Court on the ..... day of ..... 19 .

Dated this ..... day of ..... 19 .

(Sd.) .....  
Advocate for the company.

## FORM NO. 30

(See Rule 63)

[Heading as in Form No. 1]

Company Petition No.....of 19 .

A. B. &amp; Co., Ltd.—Petitioner.

Before the Hon'ble Mr. Justice.....

(Or Shri ....., District Judge)

*Order confirming reduction of capital & approving minute*

Upon the petition of A. B. & Co., Ltd., presented on the ..... day of ..... 19 , upon hearing Shri ..... advocate for the petitioner, and upon reading the said petition and the affidavit in support thereof of ..... filed the ..... day of ..... 19 , and the exhibits therein referred to, the order on the summons made on the ..... day of ..... 19 , directing an inquiry into the debts and liabilities of the said company, the certificate dated ..... 19 , signed by the Judge setting out the result of the settlement of the list of creditors in pursuance of the said inquiry, and upon perusing (here set out the newspapers) containing the notice of the date of hearing of this petition, and upon hearing Shri ..... advocate for the creditor(s) and Shri ..... advocate for the shareholders [or, (where there is no appearance) none of the creditors or shareholders appearing in person or by advocate], and the Court being satisfied with respect to every creditor entitled to object to the reduction that either his consent to the reduction has been obtained or his debt or claim has been discharged or has been determined or has been secured, THIS COURT DOTH ORDER:

(1) That the reduction of the share capital of the above company resolved on and effected by the special resolution passed at a general meeting of the said company held on the ..... day of ..... 19 , which resolution was in the words and figures following, viz.

[Here set out the resolution]

be and the same is hereby confirmed.

(2) That the minute set forth in the schedule hereto be and is hereby approved.

(3) That a certified copy of this order including the minute as approved be delivered to the Registrar of Companies within 21 days from this date.

(4) That notice of the registration by the Registrar of Companies of this order and of the said minute be published once each in the [here mention the name of the Official Gazette] and in [set out the newspapers] within 14 days of the registration aforesaid.

[NOTE: Where the Court confirms the reduction subject to any terms and conditions, such terms and conditions should be set out, as well as any directions that the Court may think fit to give regarding the use of the words 'and reduced' or the publication of the reasons for reduction, the order being suitably recast in such cases.]

\*Dated this ..... day of ..... 19 ..

### SCHEDULE

(Here set out the minute)

(By the Court)

Registrar,

\*Date of the order to be the date of the approval of the minute.

### FORM NO. 31

(See Rule 65)

[Heading as in Form No. 1]

Company Petition No.....of 19 ..

A. B. & Co., Ltd.—Petitioner.

#### *Form of minute*

The capital of A. B. & Co., Ltd., is henceforth Rs. .... divided into ..... shares of Rs. .... each, reduced from Rs. .... divided into ..... shares of Rs. .... each. At the date of the registration of this minute, ..... shares numbered ..... etc., have been issued and are deemed to be fully paid [and the remaining ..... shares are unissued.]

[NOTE: 1. The words 'and reduced' are to be added only where the order so directs.

2. If all the shares of a class are not issued, the minute should state the serial numbers of the issued shares. Partly paid shares should also be distinguished by their serial numbers and the amounts paid thereon should be stated. The serial numbers of shares with calls in arrears and of forfeited shares should also be stated.]

## FORM NO. 32

(See Rule 65)

[Heading as in Form No. 1]

Company Petition No.....of 19 ..

A. B. &amp; Co., Ltd.—Petitioner.

*Notice of registration of order and minute*

Notice is hereby given that the order of the High Court at.....  
 .....(or the District Court of.....) dated  
 the.....19 .., confirming the reduction of the  
 capital of the above-named company from Rs..... divided  
 into ..... shares of Rs. .... each, to Rs. ....  
 divided into ..... shares of Rs. .... each, and the  
 minute approved by the Court showing, with respect to the share  
 capital of the above company as altered, the several particulars required  
 by the above Act, were registered by the Registrar of Companies on  
 the ..... day of ..... 19 ..

Dated:.....

(Sd.) .....

Advocate for the company.

## FORM NO. 33

(See Rule 67)

[Heading as in Form No. 1]

Company Application No.....of 19 ..

.....—Applicant(s)

*Summons for directions to convene a meeting under Sec. 391*

Let all parties concerned attend the Judge in Chambers on .....  
 day, the ..... day of ..... 19 .., at .....  
 o'clock in the .... noon on the hearing of an application of the above-  
 named company (or of the applicant(s) above-named) for an order that  
 a meeting (or separate meetings) be held at ..... of [Here  
 enter the creditors or class of creditors *e.g.*, debentures holders, other  
 secured creditors, unsecured creditors etc., or the members or class of  
 members *e.g.*, preference shareholders, equity shareholders etc., of  
 which class or classes, the meetings have to be held] of the above  
 company, for the purpose of considering, and if thought fit, approving,  
 with or without modification, a scheme of compromise or arrangement  
 proposed to be made between the company and the said [here mention  
 the creditors or class of creditors or members, or the class of members]  
 of the said company.



And that directions may be given as to the method of convening, holding and conducting the said meeting(s) and as to the notices and advertisements to be issued.

And that a Chairman (or Chairmen) may be appointed of the said meeting(s), who shall report the result thereof to the Court.

Advocate for the applicant(s) Registrar.

The affidavit of ..... will be used in support of the summons.

[NOTE: Where the company is not the applicant, the summons should be served on the company, or, where it is being wound up, on its liquidator.]

### FORM NO. 34

(See Rule 67)

[Heading as in Form No. 1]

Company Application No. .... of 19 ..

.....—Applicant(s)

*Affidavit in support of summons*

I, ....., of etc., solemnly affirm and say as follows:—

1. I am the managing director/secretary/a director/.....  
...../of the said company, (or an auditor of the said company authorised by the directors to make this affidavit, or liquidator of the said company in liquidation).

[Where the application is not by the company or its liquidator, but by a member or creditor, the above paragraph should be suitably altered.]

2. The company was incorporated on ..... 19 ..  
The document now produced and shown to me is a printed copy of the memorandum and articles of association of the said company, and also contains copies of all the special resolutions which have been passed and are now in force.

3. The registered office of the company is situate at .....

4. The capital of the company is Rs. .... divided into ..... [here set out the classes of shares issued and the amounts paid up on each share.]

5. The objects of the company are set out in the memorandum of association annexed hereto. They are briefly (here set out the main objects in brief).

6. The company commenced the business of .....  
(e.g., hides and skins etc.) and has been carrying on the same since .....

7. [Here set out in separate paragraphs the circumstances that have necessitated the proposed compromise or arrangement, the objects sought to be achieved by it, the terms of the compromise or arrangement, and the effect, if any, of the compromise or arrangement on the material interests of the directors, managing directors, managing agent, secretaries and treasurers or the manager of the company, and where the compromise or arrangement affects the interests of the debenture holders, its effect on the material interests of the trustees of the debenture trust deed. A copy of the proposed compromise or arrangement should be marked as an Exhibit and annexed to the affidavit.]

8. [Here set out the class of creditors or members with whom the compromise or arrangement is to be made; where the arrangement is between the company and its members, it should be stated whether any creditors or class of creditors are likely to be affected by it.]

9. It is necessary that a meeting (or meetings) of the creditors/members (if the meeting is to be only of a class of creditors or a class of members, it should be so stated) should be called to consider and approve the proposed compromise or arrangement.

10. It is suggested that the meeting (or meetings) may be held at the premises of the registered office of the company or at such other place as may be determined by the Court, and on such date(s) and at such time(s) as this Court may direct; and that a chairman may be appointed for the meeting (or for each of the meetings) to be held.

11. It is suggested that notice of the proposed compromise or arrangement and of the meeting may be published once in (here set out the newspapers) and in such other manner as the Court may direct.

12. It is prayed that necessary directions may be given as to the issue and publication of notices and the convening, holding and conducting of the meeting(s) proposed above.

Solemnly affirmed etc.

(Sd.) X. Y.

Before Me

(Sd.) .....

Commissioner for oaths,

## FORM No. 35

(See Rule 69)

[Heading as in Form No. 1]

Company Application No. .... of 19.....

.....Applicant(s)

Before the Hon'ble Mr. Justice.....

Dated.....

*Order on summons for directions*

Upon the application of the above-named company\* (or, the applicant(s) above named) by summons dated the..... day of..... 19...., upon hearing Shri ....., advocate for the company [Or (where the company is not the applicant) upon hearing the advocate for the applicant(s) and the advocate for the Company], and upon reading the affidavit of..... filed the ..... day of ..... 19...., and the exhibits therein referred to (Exhibit ..... being a copy of the proposed compromise or arrangement),

## IT IS ORDERED:

That a meeting (or, separate meetings as hereinafter set out) of (here set out the class or classes of creditors and/or members of whom the meeting or meetings have to be held), of the above company shall be convened and held at..... on..... day, the..... day of..... 19...., at ..... o'clock in the.....noon, for the purpose of considering, and if thought fit, approving, with or without modifications, the compromise or arrangement proposed to be made between the said company and (here set out the class or classes of creditors or members as the case may be) of the said company.

[NOTE: If separate meetings of different classes of creditors and/or members are to be held, state the date, time and place of each of such meetings as fixed by the Judge, in separate paragraphs].

That at least 21 clear days before the day appointed for the meeting( or the first of the meetings), an advertisement convening the same and stating that copies of the said compromise or arrangement and of the statement required to be furnished pursuant to Section 393 and forms of proxy can be obtained free of charge at the registered

\*Where the application is by a liquidator of the company, substitute the words 'liquidator of the above company in liquidation' for the word 'company' wherever necessary.

Note: Where separate meetings are to be held, the provisions should be repeated in respect of each of such meetings.

Notes: Where the Court directs the company or its Liquidator or any other person to issue the advertisement and notices, suitable alteration should be made.

office of the company or at the office of its advocate, be inserted once in the..... Gazettee and once in each of (here set out the newspaper or newspapers).

That, in addition, at least 21 clear days before the meeting (or the first of the meetings) to be held as aforesaid, a notice convening the said meeting at the place and time aforesaid, together with a copy of the said compromise or arrangement, a copy of the statement required to be sent under Section 393, and the prescribed Form of proxy, shall be sent by pre-paid letter post under certificate of posting addressed to each of (here mention the class or classes of creditors or members whose meeting or meetings are to be held) at their respective registered or last known addresses.

That the advocate for the company above-named do, within 3 days from this date file in Court the form of the advertisement, the notice and the statement to accompany the notice, and the same shall be settled by the Registrar of this Court.

That Shri....., and failing him, SHRI....., shall be the chairman of the meeting to be held on..... as aforesaid.

That the chairman appointed for the meeting do issue the advertisement and send out the notices of the meeting(s) referred to above.

That the quorum for the said meeting(s) shall be.....

That voting by proxy be permitted, provided that a proxy in the prescribed form duly signed by the person entitled to attend and vote at the meeting, is filed with the company at its registered office at .....not later than 48 hours before the meeting.

That the value of each member or creditor shall be in accordance with the books of the company, and, where the entries in the books are disputed, the chairman shall determine the value for purposes of the meeting.

And it is further ordered that the chairman do report to this Court the result of the said meeting within ..... days of the conclusion of the meeting, and the said report shall be verified by his affidavit.

Dated this.....day of ..... 19.....,

(By the Court)

Registrar.

## FORM No. 36

(See Rule 73)

[Heading as in Form No. 1]

Company Application No. .... of 19.....  
 .....Applicant(s)

*Notice convening meeting*

To

.....  
 .....

Take notice that by an order made on.....19....., the Court has directed that a meeting of (here mention the class of creditors or members of whom the meeting is to be held) of the company be held at ..... on the ..... day of..... 19....., at..... o'clock, for the purpose of considering, and if thought fit, approving, with or without modification, the compromise or arrangement proposed to be made between the said company and (here mention the class of creditors or members with whom the compromise or arrangement is to be made) of the company.

Take further notice that in pursuance of the said order, a meeting of (here mention the class of creditors or members of whom the meeting is to be held) of the company will be held at..... on ..... day, the ..... day of .....19....., when you are requested to attend.

Take further notice that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, is deposited at the registered office of the company at.....not later than 48 hours before the meeting.

This Court has appointed Shri ....., and failing him, Shri ..... to be the chairman of the said meeting.

A copy each of the compromise or arrangement, the statement under Section 393 and a form of proxy is enclosed.

Dated this .....day of.....19.....

Chairman appointed for the meeting  
 (or as the case may be).

[NOTE: All alterations made in the form of the proxy should be initialled.]

## FORM No. 37

[See Rule 73]

[Heading as in Form No. 1]

Company Application No. .... of 19.....

.....Applicant(s)

*Form of proxy*

I, the undersigned [an unsecured creditor], of the above company hereby appoint C.D., of etc., and failing him X. Y., of etc., as my proxy, to act for me at the meeting of [unsecured creditors] to be held at....., on the .....day of..... 19...., at.....o'clock in the ..... noon, for the purpose of considering and, if thought fit, approving, with or without modification, a compromise or arrangement proposed to be made between the said company and its [unsecured creditors] and at such meeting and any adjournment thereof, to vote for me, and in my name,..... [here, if 'for', insert 'for'; if 'against', insert 'against', and in the latter case, strike out the words below after 'compromise or arrangement'] the said compromise or arrangement either with or without modification as my proxy may approve.

[Strike out what is not necessary]

Dated this .....day of.....19....

Signature:

Address:

## FORM No. 38

(See Rule 74)

[Heading as in Form No. 1]

Company Application No. .... of 19.....

.....Applicant(s)

*Notice convening meeting of creditors/shareholders etc.*

Notice is hereby given that by an order dated the..... 19...., the Court has directed a meeting (or, separate meetings) to be held of [here mention 'debenture holders', or 'first debenture holders' or 'second debenture holders' or 'unsecured creditors' or 'secured creditors' or 'preference shareholders' or 'equity shareholders' as the case may be whose meeting or meetings have to be held] of the said company for the purpose of considering, and, if thought fit, approving with or without modification, the compromise or arrangement proposed to be made between the said company and (here mention the class of creditors or members with whom the compromise or arrangement is to be made) of the company aforesaid.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of (here set out the class of **creditors** or members whose meeting has to be held) of the said company will be held at..... on .....day.....,

the..... day of .....19...., at .....o'clock  
in the..... noon at which time and place the said (here  
mention the class of creditors or members) are requested to attend.

[Where separate meetings of classes of creditors or members are  
to be held, set them out separately with the place, date and time of  
the meeting in each case.]

Copies of the said compromise or arrangement, and of the state-  
ment under Section 393 can be had free of charge at the registered  
office of the company or at the office of its advocate Shri.....  
..... at .....

Persons entitled to attend and vote at the meeting (or respective  
meetings), may vote in person or by proxy, provided that all proxies  
in the prescribed form are deposited at the registered office of the com-  
pany at ..... not later than 48 hours before the  
meeting.

Forms of proxy can be had at the registered office of the Company.

The Court has appointed Shri....., and failing  
him, Shri ....., as chairman of the said  
meeting (or several meetings). The above-mentioned compromise or  
arrangement, if approved by the meeting, will be subject to the subse-  
quent approval of the Court.

Dated this .....day of.....19....  
Chairman appointed for the meeting  
(or as the case may be).

### FORM No. 39

(See Rule 78)

[Heading as in Form No. 1]

Company Application No..... of 19.....

.....Applicant(s)

#### *Report by chairman*

I, E. F., the person appointed by this Hon'ble Court to act as  
chairman of the meeting of [the debenture holders or first debenture  
holders or second debenture holders or unsecured creditors or secured  
creditors or preference shareholders or equity shareholders] of the  
above-named company, summoned by notice served individually upon  
them and by advertisement dated the..... day of .....  
19...., and held on the..... day of.....19....,  
at ....., do hereby report to this Hon'ble Court  
as follows:—

1. The said meeting was attended either personally or by proxy by  
(here state the number of creditors or the class of creditors or the  
number of members or the class of members as the case may be, who  
attended the meeting) of the said company entitled together

to..... (here mention the total value of the debts, or debentures, where the meeting was of creditors, and the total number and value of the shares, where the meeting was of members, of those who attended the meeting).

2. The compromise or arrangement was read out and explained by me to the meeting, and the question submitted to the said meeting was whether the (here state the class of creditors or members as the case may be) of the said company approved of the compromise or arrangement submitted to the meeting and agreed thereto.

3. The said meeting was unanimously of the opinion that the compromise or arrangement should be approved\* and agreed to/or. The result of the voting upon the said question was as follows:—

The under-mentioned [Here mention the class of creditors or members who attended the meeting] voted in favour of the proposed compromise or arrangement being adopted and carried into effect:—

Name of creditor (or member).	Address	Value of debt (or No. of preference or equity shares held)	Numbers of vote
1. . . . .			
2. . . . .			
3. . . . .			
etc. . . . .			

The under-mentioned [Here mention the class of creditors or members who attended the meeting] voted against the proposed compromise or arrangement being adopted and carried into effect:—

Name of creditor (or member)	Address	Value of debt (or, No. of preference or equity shares held)	Number of votes
1.			
2.			
3.			
etc. . . . .			

Dated this ..... day of ..... 19....

(Sd.) E. F.

Chairman.

\*If the compromise or arrangement was approved with modifications, it should be so stated and the modifications made should be set out, and also the particulars of the voting on the modifications.



## FORM No. 40

(See Rule 79)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

connected with

Company Application No. .... of 19....

A. B. &amp; Co. [Ltd.] (in liquidation, by its liquidator\*

.....) Petitioner

*Petition to sanction compromise or arrangement*

The petition of A. B., & Co., [Ltd.], (\*in liquidation, by its liquidator) the petitioner above-named is as follows:—

1. The object of this petition is to obtain sanction of the Court to a compromise or arrangement whereby (here set out the nature of the compromise or arrangement).

2. The company was incorporated under the ..... Act..... with a nominal capital of Rs. .... divided into..... shares of Rs. .... each, of which..... shares were issued and Rs. .... was paid up on each share issued.

3. The objects for which the company was formed are as set forth in the company's memorandum of association. They are in brief: (Set out the principal objects).

4. [Here set out the nature of the business carried on by the company, its financial position and the circumstances that necessitated the compromise or arrangement and the benefits sought to be achieved by the compromise or arrangement and its effect.]

5. The compromise or arrangement was in the following terms:— [Here set out the terms of the compromise or arrangement].

6. By an order made in the above matter on..... 19...., the petitioner was directed to convene a meeting of [Here set out the class of creditors or members of whom the meeting was to be held] of the company for the purpose of considering and, if thought fit, approving, with or without modifications, the said compromise or arrangement, and the said order directed that E. F., or failing him, X. Y., should act as chairman of the said meeting and should report the result thereof to this Court.

\*To be inserted where the company is being wound up.

Note: If the company is being wound up, say so.

7. Notice of the meeting was sent individually to the [Here mention the class of creditors or members to whom the notice was sent] as required by the order together with a copy of the compromise or arrangement and of the statement required by Section 393 and a form of proxy. The notice of the meeting was also advertised as directed by the said order in (here set out the newspapers).

8. On the..... 19...., a meeting of (here mention the class of creditors or members whose meeting was convened) of the company duly convened in accordance with the said order, was held at..... and the said E. F., acted as the chairman of the meeting.

9. The said E. F., has reported the result of the meeting to this Hon'ble Court.

10. The said meeting was attended by (here set out the number of the class of creditors or members, as the case may be, who attended the meeting either in person or by proxy), and the total value of their [here mention debts, debentures or shares, as the case may be] is Rs.....[in the case of shares, the total number and value of the shares should be mentioned]. The said compromise or arrangement was read and explained by the said E. F., to the meeting and it was resolved unanimously [or by a majority of..... votes against..... votes] as follows:—

[Here set out the resolution as passed]

11. The sanctioning of the compromise or arrangement will be for the benefit of the company.

12. Notice of this petition need not be served on any person.

The petitioner therefore prays:

(1) That the said compromise or arrangement may be sanctioned by the Court so as to be binding on all the [Here set out the class of creditors or members of the company on whom the compromise or arrangement is to be binding] of the said company and on the said company.

(2) Or such other order may be made in the premises as to the Court shall seem fit.

Verification etc.

Petitioner.

[NOTE: The affidavit in support should verify the petition and prove any matters not proved in any prior affidavit, such as advertisement, holding of meetings, posting of notices, copies of compromise or arrangement and proxies etc., and should exhibit the report of the chairman and verify the same.]

Note: If any modifications were made in the compromise or arrangement at the meeting, they should be set out in separate paragraph.

## FORM No. 41

(See Rule 81)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

connected with

Company Application No. .... of 19....

A. B. & Co., [Ltd] (\*in liquidation, by its liquidator.....  
.....) Petitioner

Before the Hon'ble Mr. Justice.....

Dated.....

*Order on petition*

The above petition coming on for hearing on ....., upon reading the said petition, the order dated..... whereby the said company (*or*, liquidator of the said company), was ordered to convene a meeting (*or* separate meeting) of the creditors/debenture holders/preference shareholders/equity shareholders/of the above company for the purpose of considering, and if thought fit, approving, with or without modification, the compromise or arrangement proposed to be made between the said company and..... and annexed to the affidavit of..... filed the..... day of..... 19...., the..... Gazettee dated ....., and the (here mention the newspaper) dated ....., each containing the advertisement of the said notice convening the said meeting(s) directed to be held by the said order dated..... 19...., the affidavit of ..... filed the ..... day of ..... 19.., showing the publication and despatch of the notices convening the said meeting(s), the report(s) of the chairman/chairmen of the said meeting(s) (respectively) dated..... as to the result of the said meeting(s), (and upon hearing Shri..... advocate for ..... etc) and it appearing from the report(s) that the proposed compromise or arrangement has been approved@.. (here state whether unanimously or by a majority of not less than three-fourths in value of the creditors or class of creditors or members or class of members as the case may be, present and voting in person or by proxy).

This Court doth hereby sanction the compromise or arrangement set forth in para..... of the petition herein and in the schedule hereto, and doth hereby declare the same to be binding on..... (here enter the class of creditors or members on whom it is to be binding) of the above-named company and also on the said company (and its liquidator\*).

\*To be inserted where the company is being wound up.

@ Where the compromise or arrangement has been approved with modifications, it should be so stated.

And this Court doth further order:—

[Here enter any directions given or modifications made by the Court regarding the carrying out of the compromise or arrangement.]

That the parties to the compromise or arrangement or other persons interested shall be at liberty to apply to this Court for any directions that may be necessary in regard to the working of the compromise or arrangement, and

That the said company [or the liquidator of the said company] do file with the Registrar of Companies a certified copy of this order within 14 days from this date.

### SCHEDULE

Scheme of compromise or arrangement as sanctioned by the Court.

Dated this ..... day of ..... 19....

(By the Court)

Registrar.

### FORM NO. 42

(See Rule 84)

[Heading as in Form No. 1]

Company Petition No. .... of 19.. .

\* Application No. .... of 19.. .

..... Applicant

Before the Hon'ble Mr. Justice .....

Dated .....

### *Order under Section 394*

Upon the above petition [and application\*] coming on for further hearing on ....., upon reading etc., and upon hearing etc.,

### THIS COURT DOTH ORDER

(1) That all the property, rights and powers of the transferor company specified in the first, second and third parts of the Schedule hereto and all other the property, rights and powers of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to Section 394(2) of the Companies Act, 1956, be transferred to and vest in the transferee company for all the estate and interest of the transferor company therein but subject nevertheless to all charges now affecting the same

\*To be inserted where an application is made.

[other than (here set out any charges which by virtue of the compromise or arrangement are to cease to have effect)]; and

(2) That all the liabilities and duties of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to Section 394(2) of the Companies Act, 1956, be transferred to and become the liabilities and duties of the transferee company; and

(3) That all proceedings now pending by or against the transferor company be continued by or against the transferee company; and

(4) That the transferee company do without further application allot to such members of the transferor company as have not given such notice of dissent as is required by clause ..... of the compromise or arrangement herein the shares in the transferee company to which they are entitled under the said compromise or arrangement; and.

(5) That the transferor company do within 14 days after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the transferor company shall be dissolved\* and the Registrar of Companies shall place all documents relating to the transferor company and registered with him on the file kept by him in relation to the transferee company and the files relating to the said two companies shall be consolidated accordingly; and

(6) That any person interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary.

## SCHEDULE

### PART I

(Insert a short description of the freehold property of the transferor company)

### PART II

(Insert a short description of the leasehold property of the transferor company)

### PART III

(Insert a short description of all stocks, shares, debentures and other choses in action of the transferor company)

Dated this..... day of ..... 19.....

(By the Court)

Registrar.

\*Where the Court directs that the transferor company should be dissolved from any other date, the clause should be altered accordingly.

## FORM No. 43.

(See Rule 88)

[Heading as in Form No. 1]

Company Petition No. .... of 19. . .

[Name(s)] ..... Petitioner(s)

*Petition by minority shareholders under Section 397*

The petition of [full name, description and address of the petitioner(s)] sheweth as follows:—

1. The address of the petitioner(s) for service of all notices, processes etc., is that of his (their) advocate at .....

2. The ..... Co., Ltd., above-mentioned (hereinafter called 'the company') was incorporated on ..... under the provisions of the (Companies Act, 1956).

3. The registered office of the company is situate at .....

4. The nominal capital of the Company is Rs. .... divided into..... shares of Rs. .... each. The amount of capital paid up or credited as paid up is Rs.....

5. The objects for which the company was established are as follows:—

\* \* \* \* \*

and other objects set forth in the memorandum of association of the company annexed hereto.

6. [Here set out the facts showing that the petitioner(s) has (have) a right to apply under Section 399(1) or (4)]

7. [Here set out in numbered paragraphs the facts on which the petitioner(s) relies(rely) to show that the affairs of the company are being conducted in a manner oppressive to a part of the members of the company (including the petitioner(s))]

(conclude as follows)

In these circumstances, the petitioner(s) submits (submit) that the affairs of the company are being conducted in a manner oppressive to a part of the members of the company [including the petitioner(s)], and that while it would be just and equitable that the company should be wound up, to do so would unfairly prejudice the petitioner(s) and that part of the members.

The petitioner(s) therefore prays (pray) as follows:—

1. (here set out the remedy sought)

2. Or such other order may be made in the premises as shall be just.

## SCHEDULE

[Here enter the names and addresses of the members who have given their consent to the petition being presented on their behalf, and where the company has a share capital, the number of shares held by each of them and whether all the calls or other sums due on their shares have been paid, as follows:

S. No.	Name of member	Address	No. of shares held	Whether all calls and other sums due on shares have been paid
1	2	3	5	5

Advocate for the petitioner(s)

Petitioner(s)

Note:—Where the petition is presented on behalf of the members set out in the schedule, the letter of consent given by them should be annexed to the petition.

FORM NO. 44

(See Rule 88)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

[Name(s)] ..... Petitioner(s)

*Petition under Section 398 for relief against mismanagement*

The petition of [full name, description and address of the petitioner(s)], sheweth as follows:—

Paras 1 to 6 as in Form No. 43.

7. (Here set out in numbered paragraphs the facts showing that the affairs of the company are being conducted in a manner prejudicial to the interests of the company or that a material change has taken place in the management or control of the company and that by reason of such change, it is likely that the affairs of the company will be conducted in a manner prejudicial to the interests of the company).

In these circumstances the petitioner(s) prays(pray) as follows:—

(1) Here set out the remedy or remedies sought.

(2) Or such other order may be made in the premises as shall be just.

## SCHEDULE

[Here enter the names and addresses of the members who have given their consent to the petition being presented on their behalf, and where the company has a share capital, the number of shares held by each of them and whether all the calls or other sums due on their shares have been paid, as follows:—

S. No.	Name of member	Address	No. of shares held	Whether all calls and other sum due on shares have been paid
1	2	3	4	5

Advocate for the petitioner(s)

Petitioner(s)

Note:—Where the petition is presented on behalf of the members set out in the schedule, the letter of consent given by them should be annexed to the petition.

## FORM NO. 45

(See Rule 95)

[Heading as in Form No. 1]

Company Petition No. .... of 19.. .

..... — Petitioner

*Petition for winding-up*

(General Form)

The petition of (here insert full name, description, occupation and address of petitioner) sheweth:—

1. The address of the petitioner above named for the service of all notices, processes etc., is that of his advocate Shri ..... at .....

2. The company above named, viz., ..... (hereinafter referred to as 'the company') was incorporated in the month of ..... 19.., under the (Companies Act, 1956) as a public (private) company limited by shares/limited by guarantee/as an unlimited company.



3. The registered office of the company is situate at .....
4. The nominal capital of the company is Rs. .... divided into ..... shares of ..... each. The amount of capital paid up or credited as paid up is Rs. .... (or as the case may be).
5. The objects for which the company was established are (here set out the main object) and other objects set forth in the memorandum of association thereof.
- 6, 7, 8 etc. [Here set out in numbered paragraphs, as may be necessary, the facts on which the petitioner relies in support of the petition. Where the petitioner is a contributory, the petition should state whether the conditions in clauses (a) or (b) of sub-Section (4) of Section 439 are satisfied. Where the petition is presented by the Registrar of Companies or by a person authorised by the Central Government, the order of sanction or authorisation of the Central Government should be annexed to the petition. Where the company is already being wound-up voluntarily or subject to the supervision of the Court, the facts showing that the voluntary winding-up or winding-up subject to the supervision of the Court, as the case may be, cannot be continued with due regard to the interests of the creditors or contributories or both, should be set out. After setting out the facts conclude as follows:]

The petitioner therefore prays as follows:—

- (1) That the ..... Co., [Ltd.] be wound up by the Court under the provisions of the Companies Act, 1956, and
- (2) Such other order may be made in the premises as shall be just.

Advocate for the petitioner

Petitioner

Note: It is intended to serve this petition on .....

FORM NO. 46

(See Rule 95)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

..... — Petitioner

*Petition by creditor*

The petition of [insert full name, description, occupation and address of petitioner] sheweth as follows:—

Paras 1 to 5 as in Form No. 45

6. The company is indebted to the petitioner in the sum of Rs. .... for [state consideration for the debt, with particulars, showing that the debt claimed is due.]\*

7. The petitioner applied to the company for the payment of his debt by his notice of demand signed and dated ..... served on the company at its registered office on ..... by registered post [or, set out the manner of service, if it was otherwise than by registered post], but the company has failed and neglected to pay the same or any part thereof.

[If the ground of the petition is that execution or other process issued on a decree or order of any Court in favour of the petitioning creditor was returned unsatisfied in whole or in part, set out the particulars relating to the decree and the execution or other process which has been returned unsatisfied in whole or in part.]

8. The company is [insolvent and] unable to pay its debts.

[Where the company is being already wound-up voluntarily or subject to the supervision of the Court, set out the facts showing that the voluntary winding-up or winding-up subject to the supervision of the Court cannot be continued with due regard to the interests of the creditors.]

9. The petitioner therefore prays as follows:—

(1) That the ..... Co., [Ltd.] may be wound-up by the Court under the provisions of the Companies Act, 1956, and

(2) Such other order may be made in the premises as shall be just.

Advocate for the petitioner

Petitioner

\*Where the petitioner is an assignee of a debt due by the company, say so, and set out the particulars of the debt, the date of the assignment, whether notice of the assignment was given to the company, and if so, the date of such notice.

FORM No. 47

(See Rule 95)

[Heading as in Form No. 1]

Company Petition No.....of 19....

..... Co., Ltd.—Petitioner

*Petition by company*

The petition of ..... Co., Ltd., the petitioner herein, sheweth as follows:—

Paragraphs 1 to 5 as in Form No. 45

6. By a special resolution of the company duly passed in accordance with Section 189 of the Companies Act, 1956, at a general meeting thereof, held on the ..... day of ..... 19..., after due notice as provided in the Act, it was resolved unanimously (*or*, by a majority of ..... votes against ..... votes) as follows:—

(Here set out the resolution)

[Here set out in paragraphs the facts relating to the financial position of the company and the circumstances that have led to the passing of the special resolution.]

7. The petitioner therefore prays as follows:—

- (1) That the ..... Co., [Ltd.], may be wound-up by the Court under the provisions of the Companies Act, 1956, and
- (2) Such other order may be made in the premises as shall be just

Advocate for the petitioner.

Petitioner.

FORM No. 48

(See Rule 99)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

..... — Petitioner.

*Advertisement of petition*

Notice is hereby given that a petition for the winding-up of the above-named company by the High Court at ..... (or the District Court of ..... ) was on the ..... day of ..... 19..., presented to the said Court by the said company [*or*, where the petition was not presented by the company, state the name and address of the petitioner and the capacity in which he presents the petition e.g., creditor, contributory etc.] and that the said petition is directed to be heard before the Court on the ..... day of ..... 19.....

Any creditor, contributory or other person desirous of supporting or opposing the making of an order on the said petition should send to the petitioner or his advocate notice of his intention signed by him or his advocate with his name and address, so as to reach the petitioner or his advocate not later than 5 days before the date fixed for the hearing of the petition, and appear at the hearing for the purpose in person or by his advocate. A copy of the petition will be furnished by the undersigned to any creditor or contributory on payment of the prescribed charges for the same.

Any affidavit intended to be used in opposition to the petition should be filed in Court, and a copy served on the petitioner or his advocate, not less than 5 days before the date fixed for the hearing.

Advocate for petitioner

FORM No. 49

[See Rule 106(2)]

[Heading as in Form No. 1]

Company Petition No. .... of 19...

..... — Petitioner

Application No. .... of 19...

..... Applicant.

Before the Hon'ble Mr. Justice .....

(or Before Shri ....., District Judge)

Dated: .....

*Order appointing Provisional Liquidator*

Upon the application of ....., and upon hearing Shri ....., advocate for the applicant, and Shri ....., advocate for the company and upon reading the petition and affidavit filed the ..... day of ..... 19....., and the affidavit of the applicant herein filed the ..... day of ..... 19.....

This Court doth appoint the Official Liquidator attached to this Court to be Provisional Liquidator of the above-named company;

And the Court doth hereby limit and restrict the powers of the said Provisional Liquidator to the following acts, that is to say,

[Here describe the acts which the Provisional Liquidator is authorised to do.]

And the Court doth order that the Provisional Liquidator do forthwith take charge of all the property and effects of the company\*;

And that the costs of this application shall be costs in the petition.

(By the Court)

Registrar.

Note: It will be the duty of such of the persons as are liable to make out or to concur in making out a statement of affairs under Section 454 to attend on the Provisional Liquidator at such time and place as he may appoint and to give him all information he may require.

\*Where the Court directs that the Provisional Liquidator is to take possession of any specific properties, the clause should be suitably modified, and the particulars of such properties should be set out in a schedule to the order.

## FORM NO. 50

(See Rule 109)

[Heading as in Form No. 1]

Company Petition No. . . . . of 19. . .

..... — Petitioner

*Notification to Official Liquidator of winding-up order*

To

**The Official Liquidator,**

High Court, . . . . .

(Or, as the case may be)

Order pronounced this day by the Hon'ble Mr. Justice . . . . .  
 . . . . . (or Shri . . . . ., District  
 Judge) for winding-up the under-mentioned company under the Com-  
 panies Act, 1956:

1. Name of company :
2. Registered office of the company :
3. Petitioner's advocate :
4. Date of presentation of Petition :

\*A copy each of the petition and the affidavit filed in support is herewith enclosed.

**Dated:**

Registrar.

**\*Strike out, where copies of the petition and the affidavit have been sent to the Official Liquidator along with notice of an order appointing Provisional Liquidator, if any.**

**Note:** It will be the duty of such of the persons as are liable to make out, or to concur in making out, a statement of affairs under Section 454, to attend on the Official Liquidator at such time and place as he may appoint and to give him all information he may require.

## FORM NO. 51

(See Rule 109)

[Heading as in Form No. 1]

Company Petition No. .... of 19.....

Application No. .... of 19.. .

..... — Petitioner (Applicant)

*Notification to official Liquidator of order appointing  
him Provisional Liquidator***To**

The Official Liquidator,

High Court,.....

(Or, as the case may be)

Order pronounced this day by the Hon'ble Mr. Justice .....  
 ..... (or, Shri ....., District Judge) for the  
 appointment of the Official Liquidator as Provisional Liquidator of  
 the under-mentioned company:

1. Name of company
2. Registered office of the  
company
3. Petitioner's advocate
4. Date of presentation of  
petition

A copy each of the petition and the affidavit filed in support is  
 herewith enclosed.

Dated: ..... Registrar.

*Note:* It will be the duty of such of the persons as are liable to  
 make out or to concur in making out a statement of  
 affairs under Section 454, to attend on the Official Liqui-  
 dator at such time and place as he may appoint and to  
 give him all information he may require.

## FORM NO. 52

(See Rule 111)

[Heading as in Form No. 1]

Company Petition No. .... of 19.. .

..... — Petitioner .. . . .

Before the Hon'ble Mr. Justice .....

(or Before Shri ....., District Judge)

Dated: .....

*Winding-up Order*

Upon the petition of ..... presented on the ..... day of ..... 19.., upon hearing Shri ....., advocate for the petitioner, Shri ....., advocate for the creditors (or contributories) supporting the petition, Shri ....., advocate for the creditors (or contributories) opposing the petition, and Shri ..... advocate for the company, upon reading the said petition, the affidavit of A.B., filed the ..... day of ..... 19.., verifying the said petition, the affidavit of X.Y., filed the ..... day of ..... 19.., the (State or Union Territory) Gazette of the ..... day of ..... 19.., and (here enter the newspapers) dated ....., each containing the advertisement of the said petition, this Court doth order:

\*(1) That the said company be wound-up by this Court under the provisions of the Companies Act, 1956, and

(2) That the Official Liquidator do, as liquidator of the company aforesaid, forthwith take charge of all the property and effects of the said company;

@(3) That the Official Liquidator shall cause a sealed copy of this order to be served on the company by pre-paid registered post;

(4) That the petitioner do advertise within 14 days from this date a notice in the prescribed form of the making of this order in one issue (each) of.....(here enter the newspaper or newspapers in which the order is to be advertised);

(5) That the said petitioner do serve a certified copy of this order on the Registrar of Companies not later than one month from this date; and

(6) That the costs of the said petition be taxed and paid out of the assets of the said company.

Dated this ..... day of ..... ..19.. .

(By the Court)

Registrar

*Note:* It will be the duty of such of the persons as are liable to make out or to concur in making out a statement of affairs under Section 454, to attend on the Official Liquidator at such time and place as he may appoint and to give him all information he may require.

---

\*Where the company ordered to be wound up is a Banking Company, or an Insurance Company, add at the end of clause (1) "and the Banking Companies Act 1949" or "and the Insurance Act 1938", as the case may be.

@To be inserted only where the company is not the petitioner.

## FORM NO. 53

(See Rule 113)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

.....—Petitioner

*Notice of winding-up order*

By an order made by the High Court at ..... (or the District Court of ..... ) in the above matter, dated the ..... day of ..... 19.., it was ordered that the above-named company be wound-up under the provisions of the Companies Act, 1956.

Dated.

*Advocate for the Petitioner.*

## FORM NO. 54

[See Rule 119(4)]

[Heading as in Form No. 1]

Company Petition No. .... of 19...

Application No. .... of 19..

..... —Applicant

*versus*

..... —Respondents

*Order for transfer of winding-up proceedings*

Upon hearing ..... etc.,

It is hereby ordered that the winding-up proceedings in the above matter, together with all documents and papers relating thereto and all monies and securities standing therein to the credit of the Official Liquidator, be transferred to the District Court at ..... [or from the District Court at ..... to the District Court at .....], and that the said District Court at ..... shall hereafter have cognizance of all such proceedings and take into its custody all such monies and securities.

Dated this ..... day of ..... 19 ..

(By the Court)

*Registrar.*



## FORM NO 55

(See Rule 124)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

.....—Petitioner

*Notice to submit statement of affairs and attend Official Liquidator*  
To

.....  
 .....  
 Take notice that a winding-up order was made on the .....  
 day of ..... 19 .. [or by an order dated  
 the ..... day of ..... 19 .., I was appointed Provi-  
 sional Liquidator of the above-named company] and that in pursuance  
 of the provisions of the Companies Act, 1956, and the Rules made  
 thereunder, I as the Official (or Provisional) Liquidator of the said  
 company, require you to submit to me, within 21\* days from the date  
 of the said winding-up order (or the said order appointing me as  
 Provisional Liquidator) a statement of affairs in duplicate of the said  
 company.

Forms and instructions for the preparation of the said statement  
 of affairs can be obtained of me at my office.

Dated this ..... day of ..... 19 ..

(Sd.)

*Official Liquidator*  
*(or Provisional Liquidator)*

\*Where the time has been extended by the Court or the Official Liquidator, the extended time should be substituted.

## FORM NO 56

(See Rule 125)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

Application No. .... of 19..

....., Official Liquidator—Applicant

*versus*

..... —Respondents

Before the Hon'ble Mr. Justice.....

(or Before ..... , District Judge)

Dated: .....

*Order on application by Official Liquidator under Section 454(2)*

Upon the application of Shri ....., the Official  
 Liquidator, by summons dated ....., and upon hear-  
 ing the applicant, and the respondent not appearing either in person

or by advocate, though duly served with the summons, as by affidavit appears (or upon hearing Shri, ....., advocate for the respondent), upon reading the order to wind-up the above-mentioned company (or the order appointing Provisional Liquidator) dated ....., and the affidavit of ..... filed the.....day of..... 19 , THIS COURT  
DOETH ORDER

That the said ....., the respondent herein formerly (a director etc.) of the said company, do within ..... days from this date [or from the date of service upon him of this order\*] submit and verify (or concur in and verify), a statement of the affairs of the said company, pursuant to the provisions of Section 454 of the above-mentioned Act and the Companies (Court) Rules, 1959.

That the said ....., respondent herein, do attend on the Official Liquidator at his office, at such times as the Official Liquidator may appoint and give him all the information he may require as to the affairs of the company.

And this Court doth further order that the said respondent do pay to the applicant his costs (or the sum of Rs. .... fixed as his costs) of this application.

Dated this ..... day of ..... 19 .\*

(By the Court)

*Registrar.*

---

\*To be included where the order is not made in the presence of the respondent.

## FORM No. 57

(See Rule 127)

- [Heading as in Form No. 1]

Company Petition No. .... of 19 .

*Statement of affairs under Section 454*

Statement of affairs of the above-named company as on the .... day of ..... 19 , the date of the winding-up order [or the order appointing Provisional Liquidator or the date directed by the Official Liquidator].

I/We ..... of ..... do solemnly affirm and say that the statement made overleaf and the several lists hereunto annexed marked 'A' to 'I' are to the best of my/our knowledge and belief a full, true and complete statement as to the affairs of the above-named company, on the ..... day of ..... 19 the date of the winding-up order [or the order appointing Provisional Liquidator or the date directed by the Official Liquidator], and that the said company carries/carried on the following business:

[Here set out nature of company's business]

Signature(s)

Solemnly affirmed at ..... this ..... day of ..... 19 . Before me.

*Commissioner for Oaths.*

The Commissioner is particularly requested, before swearing the affidavit, to ascertain that the full name, address and description of the deponent are stated, and to initial any crossings-out or other alterations in the printed form. A deficiency in the affidavit in any of the above respects will entail its refusal by the Court, and will necessitate its being re-sworn.

**Note:** The several lists annexed are not exhibits to the affidavit.

## STATEMENT OF AFFAIRS AND LISTS TO BE ANNEXED

Statement as to the affairs of.....Ltd., on the..... day of.....19 , being the date of the winding up order [or order appointing Provisional Liquidator or the date directed by the Official Liquidator as the case may be] showing assets at estimated realisable values and liabilities expected to rank as follows:

Assets not specifically pledged (as per list 'A')					Estimated realisable values Rs.
Balance at Bank	.	.	.	.	
Cash in hand	.	.	.	.	
Marketable Securities	.	.	.	.	
Bills Receivable	.	.	.	.	
Trade Debtors	.	.	.	.	
Loans & Advances	.	.	.	.	
Unpaid Calls	.	.	.	.	
Stock in trade	.	.	.	.	
Work in progress	.	.	.	.	
.....	.	.	.	.	
Freehold property, Land & Buildings	.	.	.	.	
Leasehold property	.	.	.	.	
Plant & Machinery	.	.	.	.	
Furniture, Fittings, Utensils etc.	.	.	.	.	
Investments other than marketable securities	.	.	.	.	
Livestock	.	.	.	.	
Vehicles etc.	.	.	.	.	
Other property, viz.,	.	.	.	.	
.....	.	.	.	.	
.....	.	.	.	.	
@Assets specifically pledged (as per list 'B')					
	(a) Estimated realisable values	(b) Due to secured creditors	(c) Deficiency ranking as unsecured	Surplus carried to last column	
Freehold property :	Rs.	Rs.	Rs.	Rs.	
.....					
.....					
Rs. .					
Estimated surplus from assets specifically pledged					
Estimated total assets available for preferential creditors, debenture holders secured by a floating charge, and unsecured creditors† (carried forward) "1					Rs.
Summary of Gross Assets					(d) Rs.
Gross realisable value of assets specifically pledged					
Other Assets					
Gross Assets					

@NOTE :—All assets specifically mortgaged, pledged or otherwise given as security should be included under this head. In the case of goods given as security, those in possession of the company and those not in possession should be separately set out.

(e) Gross Liabilities Rs.	Estimated total assets available for preferential creditors, debenture holders secured by a floating charge, and unsecured creditors† (brought forward).	Rs.
	Liabilities	
	(to be deducted from surplus or added to deficiency as the case may be).	
	Secured creditors (as per List 'B') to extent to which claims are estimated to be covered by assets specifically pledged [item (a) or (b) on preceding page, whichever is the less]	
	[Insert in 'Gross Liabilities' column only]	
	Preferential creditors (as per List 'C')	
	Estimated balance of assets available for Debenture Holders secured by a floating charge and unsecured creditors†	Rs.
	Debenture Holders secured by a floating charge (as per List 'D')	
	Estimated Surplus/Deficiency as regards Debenture Holders†	Rs.
	Unsecured Creditors (as per List 'E')	Rs.
	Estimated unsecured balance of claims of creditors partly secured on specific assets, brought from preceding page (c)	
	Trade Accounts	
	Bills Payable	
	Outstanding Expenses	
	Contingent liabilities (state nature)	
Rs.	Estimated Surplus/Deficiency as regards Creditors† [being difference between Gross Assets brought from preceding page (d) and Gross Liabilities as per column (e)]	Rs.
	Issued and Called-up Capital : ..... preference shares of ..... each ..... Called-up (as per List 'F') ..... equity shares of ..... each ..... Called-up (as per List 'G')	Rs.
	Estimated Surplus/Deficiency as regards Members† (as per List 'H')	Rs.

†These figures must be read subject to the following notes :—

- (1) (f) There is no unpaid capital liable to be called up, or  
 (g) the Nominal amount of unpaid capital liable to be called up is Rs. .... estimated to produce Rs. .... which is/ is not charged in favour of Debenture Holders

[Strike out (f) or (g).]

- (2) The estimates are subject to costs of the winding-up and to any surplus or deficiency on trading pending realisation of the assets.

## LIST 'A'—ASSETS NOT SPECIFICALLY PLEDGED

*Statement of Affairs:—List 'A'*

Full particulars of every description of property not specifically pledged and not included in any other List are to be set forth in this list.

Full statement and nature of property		Book value Rs. nP.	Estimated to produce Rs. nP.
State name of bankers.	Balance at Bank . . . . .		
	Cash in hand . . . . .		
	Marketable Securities, viz., . . . . .		
	..... . . . .		
	Bills Receivable (as per Schedule I) . . . . .		
	Trade Debtors (as per Schedule II) . . . . .		
	Loans & Advances (as per Schedule III) . . . . .		
State nature	Unpaid Calls (as per Schedule IV) . . . . .		
	Stock in Trade (as per Schedule V) . . . . .		
State nature,	Work in Progress . . . . .		
	Freehold property, viz., . . . . .		
	..... . . . .		
	Leasehold property, viz., . . . . .		
	..... . . . .		
	Plant & Machinery, viz., . . . . .		
	..... . . . .		
	Furniture, Fittings, Utensils etc. . . . .		
	Patents, Trade Marks, etc., viz., . . . . .		
	..... . . . .		
	Investments other than Marketable Securities, viz., . . . . .		
	Livestock, Vehicles, etc. . . . .		
	Other property, viz., . . . . .		
	..... . . . .		

Signature :

Dated.....19 .

# SCHEDULE I—BILLS OF EXCHANGE, PROMISSORY NOTES, ETC., ON HAND AVAILABLE AS ASSETS

*Statement of Affairs : Schedule I to List 'A'*

The names to be arranged in alphabetical order and numbered consecutively.

No.	Name of Acceptor of bill or note	Address, etc.	Amount of bill or note		Date when due	Estimated to produce		Particulars of any property held as security for payment of bill or note
			Rs.	nP.		Rs.	nP.	

Signature :

Dated..... 19 ..

## SCHEDULE II—TRADE DEBTORS

*Statement of Affairs : Schedule II to List 'A'.*

The names to be arranged in alphabetical order and numbered consecutively.

**NOTE :—**If the debtor to the company is also a creditor, but for a less amount than his indebtedness, the gross amount due to the company and the amount of the contra account should be shown in the third column, and the balance only be inserted under the heading 'Amount of debt' thus :—

	Rs.	nP.
Due to the company	.	.
Less Contra Account	.	.
No such claim should be included in List 'E'	.	.

No.	Name	Residence & occupation	Amount of Debt						Folio of ledger or other book where particulars to be found	When contracted		Estimated to produce	Particulars of any securities held for debt
			Good		Doubtful		Bad			Month	Year		
			Rs.	nP.	Rs.	nP.	Rs.	nP.					

Signature :

Dated ..... 19 ..

## SCHEDULE III—LOANS &amp; ADVANCES

*Statement of Affairs : Schedule III to List 'A'*

Serial No.	Date of advance	Name & Address of person to whom advanced	Amount due		Estimated to realise	Particulars of security if any	Folio of ledger or other book where particulars to be found
			Rs.	nP.			

Signature :

Dated.....19 .

## SCHEDULE IV—UNPAID CALLS

*Statement of Affairs : Schedule IV to List 'A'.*

The names to be arranged in alphabetical order and numbered consecutively.

Consecutive No.	No. in share register	Name of Shareholder	Address	No. of shares held	Amount of call per share unpaid		Total amount due		Estimated to realise
					Rs.	nP.	Rs.	nP.	

Signature :

Dated.....19 .



### SCHEDULE V—STOCK IN TRADE

*Statement of Affairs : Schedule V to List 'A'*

Serial No.	Description	Quantity	Book Value		Estimated to realise
			Rs.	nP.	Rs.

Signature :

Dated.....19 .

### SCHEDULE VI—DEBTS DUE FROM CONTRIBUTORIES (other than unpaid calls)

*Statement of Affairs : Schedule VI to List 'A'.*

Consecutive No.	No. in share register	Name of shareholder	Address	Nature & particulars of the debt	Amount due	Security held if any for the debt	Serial No. in Schedule I, II or III, as the case may be where the debt is included.

Signature :

Dated ..... 19 .

## LIST 'B'—ASSETS SPECIFICALLY PLEDGED AND CREDITORS FULLY OR PARTLY SECURED.

(Not including Debenture Holders secured by a floating charge).

The names of the secured creditors are to be shown against the assets on which their claims are secured, numbered consecutively, and arranged in alphabetical order as far as possible.

Statement of Affairs: List 'B'.

Particulars of assets specifically pledged*	Date when security given	Estimated value of security		No.	Name of creditor	Address & occupation	Amount of debt		Date when contracted	Consideration	Balance of debt unsecured carried to list 'E'		Estimated surplus from security	
		Rs.	nP.				Rs.	nP.			Rs.	nP.	Rs.	nP.

Signature :

Dated ..... 19 ..

\*All assets specifically mortgaged, pledged or otherwise given as security should be set out; goods given as security but in possession of the company and goods not in possession should be separately set out.

## LIST 'C' —PREFERENTIAL CREDITORS FOR RATES, TAXES, SALARIES, WAGES AND OTHERWISE

The names to be arranged in alphabetical order and numbered consecutively.

Statement of Affairs: List 'C'.

No.	Name of creditor	Address & Occupation	Nature of claim	Period during which claim accrued due	Date when due	Amount of claim	Amount payable in full	Balance not preferential carried to List 'E'

Signature :

Dated ..... 19 ..

# LIST 'D'—LIST OF DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE

The names to be arranged in alphabetical order and numbered consecutively.

Separate Lists must be furnished of holders of each issue of Debentures, should more than one issue have been made.

Statement of Affairs. : List 'D'.

No.	Name of Holder	Address	Amount	Description of assets over which security extends
			Rs. nP.	

Signature :

## LIST 'E'—UNSECURED CREDITORS

Dated ..... 19 .

The names to be arranged in alphabetical order and numbered consecutively.

Statement of Affairs : List 'E'

NOTE : —(1) When there is a contra account against the creditor less than his claim against the company, the amount of the creditor's claim and the amount of the contra account should be shown in the third column and the balance only inserted under the heading 'Amount of Debt' thus :—

Rs. nP.

Total amount of claim

Less : Contra account

No such set-off should be included in Schedule I attached to List 'A'.

(2) The particulars of any Bills of Exchange and Promissory Notes held by a creditor should be inserted immediately below the name and address of such creditor.

No.	Name	Address and Occupation	Amount of Debt	Date when contracted	Folio of ledger or other book where particulars to be found	Consideration
			Rs. nP.	Month Year		
	Unsecured balance of creditors partly secured—brought from List 'B'.					
	Balance not preferential of preferential creditors—brought from List 'C'					

Signature :

Dated ..... 19 .

## LIST 'F'—LIST OF PREFERENCE SHAREHOLDERS

The names to be arranged in alphabetical order and numbered consecutively.

Statement of Affairs: List 'F'.

Consecutive number	Register number	Name of shareholder	Address	Nominal amount of share	Number of shares held	Amount per share called up	Total amount called up
						Rs.    nP.	Rs.    nP.

Signature :

Dated ..... 19 ..

## LIST 'G'—LIST OF EQUITY SHAREHOLDERS

The names to be arranged in alphabetical order and numbered consecutively.

Statement of Affairs: List 'G'.

Consecutive number	Register number	Name of shareholder	Address	Nominal amount of share	Number of shares held	Amount per share called up	Total Amount called up
						Rs.    nP.	Rs.    nP.

Signature:

Dated ..... 19 ..

## LIST 'H' —DEFICIENCY OR SURPLUS ACCOUNT

*Statement of Affairs - List 'H'.*

The period covered by this Account must commence on a date not less than 3 years before the date of the winding-up order [or the order appointing Provisional Liquidator, or the date directed by the Official Liquidator] or, if the company has not been incorporated for the whole of that period, the date of formation of the company, unless the Official Liquidator otherwise agrees.

Rs.

*Items contributing to deficiency (or Reducing Surplus) —*

- 1 Excess (if any) of Capital and Liabilities over Assets on the 19 as shown by Balance Sheet (copy annexed)
- 2 Net dividends and bonuses declared during the period from 19 to the date of the statement
- 3 Net trading losses (after charging items shown in note below) for the same period
- 4 Losses other than trading losses written off or for which provision has been made in the books during the same period (give particulars or annex schedule)
- 5 Estimated losses now written off or for which provision has been made for the purpose of preparing the statement (give particulars or annex schedule)
- 6 Other items contributing to Deficiency or reducing Surplus

*Items reducing Deficiency (or contributing to Surplus) —*

Rs.

- 7 Excess (if any) of assets over capital and liabilities on the 19 as shown on the Balance sheet (copy annexed) Rs
- 8 Net trading profits (after charging items shown in note below) for the period from the 19, to the date of Statement
- 9 Profits and income other than trading profits during the same period (give particulars or annex schedule)
- 10 Other items reducing Deficiency or contributing to Surplus

Deficiency/Surplus as shown by Statement

Rs.

*Note as to Net Trading Profits and Losses*

Particulars are to be inserted here (so far as applicable) of the items mentioned below, which are to be taken into account in arriving at the amount of net trading profits or losses shown in this account —

Rs

Provisions for depreciation, renewals, or diminution in value of fixed assets

Charges for Indian Income-tax and other Indian taxation on profits

Interest on debentures and other fixed loans

Payments to directors made by the company and required by law to be disclosed in the accounts

Exceptional or non recurring expenditure —

Rs

Less Exceptional or non recurring receipts —

Rs

Balance, being other trading profits or losses

Rs

Net trading profits or losses as shown in Deficiency or Surplus Account above

Rs

Signature

Dated... 19 .

## LIST 'I'

*Statement of Affairs List 'I'.*

In substitution for such of the lists 'A' to 'H' as will have to be returned blank.

List	Particulars	REMARKS
		Where no entries are made on any one or more of the Lists 'A' to 'H' the word 'Nil' should be inserted in this column opposite to the List or lists thus left blank.
A	Assets not specifically pledged . . . . .	
B	Assets specifically pledged and creditors fully or partly secured (not including debenture holders secured by a floating charge) . . . . .	
C	Preferential creditors for Rates, Taxes, Salaries, Wages and otherwise . . . . .	
D	Debenture holders secured by floating charge . . . . .	
E	Unsecured creditors . . . . .	
F	Preference share holders . . . . .	
G	Equity shareholders . . . . .	
H	Deficiency or Surplus Account . . . . .	
Signature :		Dated.....19 .

## FORM No. 58

(See Rule 127)

[Heading as in Form No. 1]

Company Petition No. . . . . of 19 .

*Affidavit of concurrence in statement of affairs*

I/We, . . . . . [name(s), description(s) etc.] do solemnly affirm and say as follows:—

That I/we have perused the statement of affairs lodged herein by . . . . . and that to the best of my/our information, knowledge and belief, such statement contains a full and accurate account of the company's affairs [except as stated below].

[Here state, if necessary, in what respects, if any, the statement of affairs is not concurred in.]

Solemnly affirmed etc.

Signature of deponent.

*Commissioner for Oaths.*

FORM No. 59

[See Rule 128(1)]

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

*Certificate extending time for statement of affairs*

I, ....., the Official Liquidator, do hereby certify that I have, under the powers given me by Section 454(3) of the Companies Act, 1956, and by Rule 128(1) of the Companies (Court) Rules, 1959, extended the time for submitting the statement of affairs of the company required of ..... (here mention the name and description of person who is to submit the statement), from the ..... day of ..... 19 .., to the ..... day of ..... 19 ..

Dated this ..... day of ..... 19 ..

(Sd.)

*Official Liquidator*

FORM No. 60

(See Rule 135)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

*Preliminary report of the Official Liquidator under Section 455(1)*

The Official Liquidator, in pursuance of Section 455(1) of the Companies Act, 1956, hereby submits his preliminary report to the Court as follows:—

1. *Capital*: The nominal capital of the company is Rs. .... divided into ..... shares of Rs. .... each.

The number of shares issued is ..... and comprises ..... shares allotted as fully paid and ..... shares subscribed for cash and fully called up (or on which Rs. .... per share has been called up). The unpaid calls amount to Rs. ....

2. *Assets*: The assets of the company are estimated by the directors (or as the case may be) to be of the value of Rs. .... and they comprise the following:—

Assets not specifically pledged:

(1) Cash on hand	.. Rs. ....
Cash at Bank	.. Rs. ....
Negotiable Securities	.. Rs. ....
(2) Debts due from contributories	.. Rs. ....
(3) Debts due to the company:	
(a) Secured	.. Rs. ....
Securities available:	
(give particulars of the properties given as security)	
(b) Unsecured	.. Rs. ....

**(4) Movable & Immovable properties****(a) Movable properties:**

(i) Stock in trade

(ii) Other movables (give particulars)

**(b) Immovable properties**

(give particulars)

(5) Unpaid Calls . Rs. ....

(6) Other assets . Rs. ....

**Assets specifically pledged**

(1) Assets held by fully secured creditors (give particulars) Rs. ....

(2) Assets held by partly secured creditors (give particulars) Rs. ....

**3 Liabilities** The liabilities of the company are returned as amounting to Rs. .... and include the following:—

(1) Fully secured creditors .. Rs. ....

(2) Partly secured creditors . Rs. ....

(3) Preferential creditors . Rs. ....

(4) Debenture holders Rs. ....

(5) Unsecured creditors . Rs. ....

**4. Causes of failure:** The company was formed to carry on the business of . . . . .

The failure of the company is, in the opinion of the Official Liquidator, due to . . . . .

**5. Further enquiry:** [The Official Liquidator is not at present aware of any matters relating to the promotion or formation of the company, or to the conduct of its business, as to which in his opinion further enquiry is desirable] or [The Official Liquidator is of the opinion that further enquiry is desirable concerning the promotion, formation or failure of the company and the conduct of its business]

Dated this . . . . . day of . . . . . 19 . . . . .

*Official Liquidator***FORM No. 61**

[See Rule 141(1)]

[Heading as in Form No. 1]

Company Petition No . . . . . of 19 . . . . .

**Report of result of meetings of creditors and contributories under Section 464**

I, . . . . . (name), Official Liquidator of the Court, and chairman of the meetings of the creditors and contributories held under Section 464, do hereby report the result of the said meetings:—

1. A meeting of the creditors of the above-named company was summoned by advertisement in (here enter the newspaper or newspapers) of the date(s) . . . . . 19 . . . . . and was held on the . . . . . day of . . . . . 19 . . . . . at . . . . . I was the chairman of the said meeting.



2. The said meeting was attended either personally or by proxy by ..... creditors whose proofs of debt against the said company were admitted for voting purposes, amounting in the whole to the value of Rs. ....

3. The question submitted to the said meeting was, whether the creditors of the said company wished that a Committee of Inspection shall be appointed to act with the Official Liquidator, and if so, who are to be the members of the Committee.

4. At the said meeting it was resolved unanimously (or as a result of the voting set out below) that there should be a Committee of Inspection consisting of the following members:—

(Here set out the names of members)

[or the result of the voting on the said proposition was as set out below]

5. A meeting of the contributories of the above-named company was summoned by advertisement in (here enter the newspaper or newspapers) of the date(s) ..... 19 , and was held on the ..... day of ..... 19 , at ..... for the purpose of considering the aforesaid decision of the creditors' meeting and to express the views of the contributories as to whether there should be a Committee of Inspection and if so, who are to be its members. I was the chairman of the said meeting.

6. The said meeting was attended either personally or by proxy by contributories holding in the whole ..... shares of the said company and entitled to ..... votes.

7. At the said meeting it was resolved unanimously (or as a result of the voting as set out below) as follows:—

[Here set out the resolution or resolutions]

Result of votings

Resolutions	Voting on resolutions					
	For			Against		
	No.	Amount		No.	Amount	
State the substance of any resolutions passed, and give names of members of Committee of Inspection (if any) and amount of their proofs if creditors, or shares, if contributories). Creditors : .....						
	No.	Shares	Votes	No.	Shares	votes
Contributories : .....						

(Sd.) Official Liquidator and Chairman.

## FORM No. 62

*Form of advertisement.* [See Rule 141(3)]

[Heading as in Form No. 1]

Company Petition No. .... of 19 .

Application No. .... of 19 .

*Notice to creditors and contributories*

Whereas the meeting of the contributories of the above company held under Section 464(2) has not accepted the decision of the meeting of the creditors held under Section 464(1) regarding the constitution and composition of a Committee of Inspection, notice is hereby given that an application has been made to the Court by the Official Liquidator for directions of the Court under Section 464(3) as to whether there shall be a Committee of Inspection, and if so who shall be the members thereof, and that the said application will be heard by the Court on ..... day the ..... day of ..... 19 , at ..... o'clock in the ..... noon, when any creditor or contributory of the above-named company who wishes to be heard may appear and make such representations to the Court as he wished to make in the said matter.

Dated this ..... day of ..... 19 .

*Official Liquidator.*

## FORM No. 63

[See Rule 148(1)]

[Heading as in Form No. 1]

Company Petition No. .... of 19 .

*Advertisement of notice to creditors to prove their claim*

Notice is hereby given to the creditors of the above-named company that they are required to submit to the Official Liquidator of the Court proofs of their respective debts or claims against the above-named company by delivering at the office of the Official Liquidator on or before the ..... day of ..... 19 , or sending by post to the Official Liquidator so as to reach him not later than the said date, an affidavit proving the debt or claim in the prescribed form with their respective names, addresses and particulars of debt or claim, and any title to priority under Section 530. Any creditor who fails to submit his affidavit of proof within the time limited as aforesaid will be excluded from the benefit of any distribution of dividend before his debt is proved, or, as the case may be, from objecting to such distribution.

Any creditor who has sent in his proof, if so required by notice in writing from the Official Liquidator, shall either in person or by his advocate, attend the investigation of such debt or claim at such time and place as shall be specified in such notice and shall produce such further evidence of his debt or claim as may be required.

Dated this ..... day of ..... 19 .

*Official Liquidator.*

## FORM No. 64

[See Rule 148(2)]

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

*Notice to creditor to prove his debt*

To

.....  
.....

You are hereby required to submit proof of your debt or claim against the said company by delivering at the office of the Official Liquidator of the Court on or before the ..... day of ..... 19 .., or sending to the Official Liquidator by post so as to reach him not later than the said date, your affidavit of proof in the prescribed form with your name, address and particulars of claim and any title to priority you may claim under Section 530. If you fail to submit your affidavit of proof within the time limited as aforesaid, you will be excluded from the benefit of any distribution of dividend before your debt is proved, or as the case may be, from objecting to such distribution.

If so required by notice in writing from the Official Liquidator, you should attend upon the investigation of your debt or claim at such time and place as shall be specified in the notice and produce such evidence of your debt or claim as may be required.

*Official Liquidator.*

## FORM No. 65

Voluntary winding up.

[See Rule 148(2)]

Companies Act, 1956

Name of company: ..... Ltd. (in liquidation)

Name of liquidator: .....

Address of liquidator: .....

Date of commencement of winding-up: .....

*Notice to creditor to prove his debt*

I, ....., the Liquidator of the said company, do hereby require you to submit proof of your debt or claim against the said company by delivering to me at my office at the above address on or before the ..... day of ..... 19 .., or by sending to me at the above address by post so as to reach me not later than the said date, your affidavit of proof in the prescribed form with your name, address and particulars of claim and any title to priority you may claim under Section 530. If you fail to submit your

affidavit of proof within the time limited as aforesaid, you will be excluded from the benefit of any distribution of dividend before your debt is admitted, or as the case may be, from objecting to such distribution.

If so required by notice in writing from me, you should attend upon the investigation of your debt or claim at such time and place as shall be specified in the notice and produce such evidence of your debt or claim as may be required.

*Liquidator.*

FORM No. 66

(See Rule 151)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Affidavit of proof of debt*

I, .....of etc., (full name, address and occupation of deponent to be given) do solemnly affirm and state as follows:—

1. The above-named company was, at the date of the order winding-up the same\*, viz., the.....day of.....19... and still is, justly and truly indebted to me [or to me and C. D., and E. F., my co-partners in trade, or, as the case may be,] in the sum of Rs.....for [here state consideration, e.g., goods sold and delivered by me/my firm to the said company between the dates of.....or monies advanced by me/my firm in respect of the under-mentioned bill of exchange, or as the case may be, as shown by the account in the schedule below.

2. In respect of the said sum or any part thereof, I say I have not, nor have my partners or any of them, nor has any person, by my/our order, to my/our knowledge or belief, for my/our use, had or received any manner of satisfaction or security whatsoever, save and except the following:—

[Here state the particulars of all securities held, and where the securities are on the property of the company, assess the value of the same, and if any bills or other negotiable securities be held specify them in the schedule.]

\*Where before the presentation of the petition for winding-up, a resolution has been passed by the company for voluntary winding-up, the date of the said resolution must be substituted for the date of the winding-up order.

[If the claim is made as a preferential claim, say so and set out the grounds on which the preference is claimed.]

SCHEDULE  
*Bills of Exchange*

Date	Drawer	Acceptor	Amount	Due date
			Rs.   nP.	

*Particulars of account referred to*  
(Credit should be given for *contra* accounts)

Date	Consideration	Amount	Remarks The vouchers (if any) by which the account can be substantiated should be set out here
		Rs.   nP.	

Solemnly affirmed at.....  
on .....day, the.....day of  
.....19....

Before me.

Commissioner.

*Deponent's signature.*

NOTES:

1. Bills of exchange or negotiable securities must be produced before the proof can be admitted.
2. The proof cannot be admitted for voting at the first meeting unless it is properly completed and lodged with the Official Liquidator before the time named in the notice convening the meeting
3. Where the affidavit is not by the creditor, but by some person authorised by him, the deponent should state in a separate paragraph his authority for making the affidavit and the means of his knowledge, and suitable alterations should be made in paragraphs 1 and 2 above, and the name, address and description of the creditor should be set out in paragraph 1.

## FORM No. 67

(See Rule 152)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Proof of debt of workmen*

I, .....of etc., (fill in full name, address and occupation of deponent), on behalf of the workmen and others employed by the above-named company, solemnly affirm and say:—

That the above-named company was, on the.....day of.....19...., and still is, justly and truly indebted to the several persons whose names, addresses and descriptions appear in the schedule below in sums severally set against their names in the seventh column of such schedule for wages due to them respectively as workmen or others in the employ of the company, in respect of services rendered by them respectively to the company during such periods as are set out against their respective names in the fifth column of such schedule, and for the accrued holiday remuneration so due to them in respect of such periods as are so set out in the sixth column of such schedule, for which said sums or any part thereof, I say that they have not, nor has any of them, had or received any manner of satisfaction or security whatsoever.

*Deponent.*

## SCHEDULE

No.	Full name of workman	Address	Description	Period over which wages due	Period over which accrued holiday remunera- tion due	Amount due
(1)	(2)	(3)	(4)	(5)	(6)	(7)
						Rs.    nP.

Solemnly affirmed, etc.

*Deponent's signature.*

## FORM No. 68\*

(See Rule 159)

[Heading as in Form No. 11]

Company Petition No.....of 19....

*Notice to a creditor to attend the investigation or produce further evidence*

To

.....  
.....

Take notice that pursuant to Rule 159 of the Companies (Court) Rules, 1959, you are hereby required to attend before the Official Liquidator of the Court at his office in person or by advocate on .....day, the.....day of.....19...., at.....o'clock in the.....noon for the investigation of your debt or claim against the above-named company and furnish further evidence in support of your proof against the above-named company.

The further evidence required is as follows:—

\* \* \* \* \*

And take further notice that unless the above evidence is produced to the Official Liquidator on or before the said date, your said proof is liable to be rejected.

Dated this.....day of.....19....

*Official Liquidator.*

## FORM No. 69

(See Rule 163)

[Heading as in Form No. 11]

Company Petition No.....of 19....

*Notice of rejection of proof of debt*

To

.....  
.....

Take notice that as the Official Liquidator of the above-named company, I have this day rejected your claim against the company [or to the extent of Rs.....], on the following grounds:—

\* \* \* \* \*

---

\*Forms 68, 69 and 70 may be used with necessary alterations in a voluntary winding-up.

And take further notice that, subject to the power of the Court to extend the time, no application to reverse or vary my decision in rejecting your proof will be entertained after the expiration of 21 days from the date of the service of this notice.

Dated this.....day of.....19....

*Official Liquidator.*

---

FORM No. 70

(See Rule 163)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Notice of admission of proof*

To

.....  
 .....

You are hereby informed that your claim against the above-named company has been allowed at the sum of Rs.....

Sd./-

*Official Liquidator.*

---

FORM No. 71

(See Rule 167)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Certified list of proofs tendered to, and admitted or rejected by, the  
 Official Liquidator*

I, ....., Official Liquidator of the above-named company, hereby certify that the following is a correct list of all creditors who submitted their proofs of debts or claims against the said company pursuant to advertisement, dated the.....day of.....19...., and the notices issued individually to the creditors. I further certify that in the first part of the said list are set out debts and claims admitted by me in full or in part, and the amounts admitted altogether amount to Rs..... In the second part are set out the claims which have been wholly rejected by me.



*First Part*

## Debts and claims admitted wholly or in part

Serial No.	Name, address & description of creditor	Particulars of debt or claim	Amount claimed	Amount admitted	Whether admitted as preferential

*Second Part*

## Claims which have been wholly rejected

Serial No.	Name, address & description of creditor	Particulars of debt or claim	Amount of claim

Sd./-

Official Liquidator.

## FORM No. 72

For use in the  
District Court(See Rule 171)  
[Heading as in Form No. 1]

Company Petition No. .... of 19....

*List of debts and claims against the company*

I, ....., Official Liquidator of the above-named company do solemnly affirm and say as follows:—

1. I have in the paper annexed hereto and marked with the letter 'A', set forth a list of all the debts and claims, the particulars of which have been sent to me by persons making claims upon or claiming to be creditors of the said company pursuant to the advertisement and the notices issued inviting claims dated.....19...., and the names and addresses of the persons by whom such claims are made.

S. No.	Name of creditor	Address & Description of creditor	Particulars of debt or claim	Amount claimed	Amount proper to be allowed	Reason for the belief that the amounts are proper to be allowed
(1)	(2)	(3)	(4)	(5)	(6)	(7)

*Second Part*

Debts and claims which ought to be proved by the creditors

S. No.	Name of creditor	Address and description of creditor	Particulars of debt or claim	Amount claimed* and required to be proved
(1)	(2)	(3)	(4)	(5)

Official Liquidator.

\*NOTE.—Where only part of the claim is required to be proved, the amount so required to be proved should be entered in column 5 of the Second Part.

## FORM No. 73

*For use in the  
District Court*

(See Rule 171)

[Heading as in Form No. 1]

Company Petition No.....of 19....

Application No.....of 19....

*Summons for settlement of the list of creditors*

Let all parties concerned attend the District Judge sitting in Chambers on.....day, the.....day of.....19...., at.....o'clock in the.....noon on the hearing of an application by the Official Liquidator of the above company that a day may be fixed for the settlement of the list of the creditors of the said company and the adjudication of the debts and claims due by the said company, and that all necessary directions may be given in the matter.

Dated this.....day of.....19....

Official Liquidator.

## FORM No. 74

*For use in the  
District Court*

(See Rule 173)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Notice to creditors to come in and prove*

To

.....

.....

You are hereby required to come in and prove before the Court the debt claimed by you against the above-named company [or such part thereof as is in excess of the sum of Rs..... which has been allowed by the Court], and you are required to attend on.....day, the.....day of.....19..., at .....o'clock in the ..... noon in person or by your advocate and produce before the Court such evidence as you may possess in proof thereof.

A copy of any affidavit that you wish to file in support of your claim should be served on the Official Liquidator not later than 2 days before the date fixed for the adjudication of your claim.

Dated this.....day of.....19....

Sd./-

Official Liquidator.

## FORM No. 75

*For use in the  
District Court*

(See Rule 174)

[Heading as in Form No. 1]

Company Petition No.....of 19....

Before Shri.....

(District Judge)

*Certificate as to settlement of the list of debts and claims*

The debts and claims against the said company which have been allowed wholly or in part are set forth in the first schedule hereto, and are due to the persons therein named, and the amounts allowed altogether amount to Rs.....

The claims set forth in the second schedule have been disallowed wholly.

*First Schedule**Debts and claims allowed wholly or in part*

S. No.	Name, address and description of creditor	Particulars of debt	Amount claimed	Amount allowed

*Second Schedule**Claims disallowed wholly*

S. No.	Name, address and description of creditor	Particulars of claim	Amount claimed

Dated this.....day of.....19....

(Signature)

District Judge.

FORM No. 76

(See Rule 180)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Provisional list of contributories*

The following is a list of members of the above-named company liable to be placed on the list of contributories of the said company made out by me from the books and papers of the said company, together with their respective addresses and the number of shares [or extent of interest] to be attributed to each, and the amount called up and the amount paid up in respect of such shares [or interest] so far as I have been able to make out or ascertain the same.

In the first part of the list are set forth the persons who are contributories in their own right.

In the second part of the list are set forth persons who are contributories as being representatives of or liable for the debts of others.

*First Part**Contributories in their own right*

Serial No.	Name & Description	Address	No. of shares or extent of interest	Amount called up at date of commencement of winding-up	Amount paid up at date of commencement of winding-up
(1)	(2)	(3)	(4)	(5)	(6)

*Second Part**Contributories as being representatives of, or liable for the debts of, others*

Serial No.	Name & Description	Address	In what character included	No. of shares or extent of interest	Amount called up at date of commencement of winding-up	Amount paid up at date of commencement of winding-up
(1)	(2)	(3)	(4)	(5)	(6)	(7)

Sd./-

Official Liquidator.

## FORM No. 77

[See Rule 181(1)]

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Notice to contributory of date fixed to settle list of contributories***To**

.....  
 .....

Take notice that I, .....,  
 the Official Liquidator of the above company, have fixed.....  
 day the.....day of.....19....,  
 at.....o'clock in the.....noon at my office, to settle  
 the list of contributories of the above-named company which has been  
 made out by me, pursuant to the Companies Act, 1956, and the Rules  
 thereunder, and that you are included in such list. The character and  
 the number of shares [or extent of interest] in and for which you are  
 included, and the amount called up and the amount paid up in respect  
 of such shares [or interest] are stated below. If no sufficient cause  
 is shown by you to the contrary at the time and place aforesaid, the  
 list will be settled including you therein as set forth in the said list.

Number on list	Name & Des- cription	Address	In what character included	No. of shares or extent of Interest	Amount called up at date commence- ment of winding-up	Amount paid up of at date commence- ment of winding-up
(1)	(2)	(3)	(4)	(5)	(6)	(7)

Dated this.....day of.....19....

Sd./-

Official Liquidator.

**NOTE :**

1. Contributories are under no obligation to attend before the Official Liquidator if they are satisfied that the particulars contained in the notice are correct.
2. A shareholder's name cannot be omitted from the list of contributories on account of his inability to pay calls; this question will be dealt with when application is made for payment of the calls.
3. A change of address may be notified by giving notice by post before the date fixed for the settlement of the list.

## FORM No. 78

[See Rules 181(2) &amp; 191(2)]

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Affidavit as to the posting of notices fixing a date for the settlement of the list of contributories*

I, ..... (name and description),  
do solemnly affirm and say as follows:—

1. That I did on the.....day of.....19...., send to each contributory mentioned in the provisional list of contributories made out by the Official Liquidator on the.....day of.....19...., and now on the file of proceedings of the above-named company, at the address appearing in such list, a notice of the time and place fixed to settle the list of contributories, in the form hereunto annexed marked 'A', except that in the tabular form at the foot of such copies respectively I inserted the number, name and description, address, in what character included, the number of shares (*or* extent of interest), the amount called up and the amount paid up in respect of the shares (*or* interest), of the person to whom such copy of the said notice was issued.

2. That I sent the notices by putting the same pre-paid into the post office at.....before the hour of .....o'clock in the.....noon on the said day, and I obtained from the post office the certificate of posting relating thereto, which is herewith annexed.\*

Solemnly affirmed, etc.

Deponent.

\*To be annexed.

## FORM No. 79

(See Rule 183)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Certificate of final settlement of the list of contributories*

Pursuant to the Companies Act, 1956, and the Rules made thereunder, I, ....., the undersigned, being the Official Liquidator of the above-named company, hereby certify that the result of the settlement of the list of contributories of the above-named company, so far as the said list has been settled up to the date of this certificate, is as follows:—

1. The several persons whose names are set forth in the second column of the first schedule hereto have been included in the said list of contributories as contributories of the said company in respect of the number of shares [*or* extent of interest] set opposite the names of such contributories respectively in the said schedule.



2. I have in the first part of the said schedule set forth such of the said several persons included in the said list as are contributories in their own right.

3. I have in the second part of the said schedule, set forth such of the said several persons included in the said list as are contributories as being representatives of or being liable for the debts of others.

4. The several persons whose names are set forth in the second column of the second schedule hereto, were included in the provisional list of contributories, and have been excluded from the said list of contributories.

5. I have, in the fifth column of the first part, and in the sixth column of the second part, of the first schedule, and in the sixth column of the second schedule, set forth opposite the name of each of the several persons respectively the date when such person was included in or excluded from the said list of contributories.

6. I have, in the sixth and seventh columns of the first part, and the seventh and eighth columns of the second part, of the first schedule, set forth opposite the names of each of the said persons respectively the amount called up at the date of the commencement of the winding-up and the amount paid up at such date in respect of their shares [*or interest*].

7. Before settling the said list, I was satisfied by the affidavit of ....., duly filed with the proceedings herein, that notice was duly sent by post to each of the persons mentioned in the said list, informing him that he was included in such list in the character and for the number of shares [*or extent of interest*] stated therein, and of the amount called up and the amount paid up in respect of such shares [*or interest*] and of the day appointed for finally settling the said list.

Dated this.....day of.....19....

Sd./-

Official Liquidator.

In the matter of.....Ltd. (in liquidation).

#### THE FIRST SCHEDULE ABOVE REFERRED TO

##### *First Part*

##### Contributories in their own right

Serial No.	Name & Description	Address	No. of shares or extent of interest	Date when included in the list	Amount called up at date of commencement of winding-up	Amount paid up at date of commencement of winding up
1	2	3	4	5	6	7

*Second Part*

**Contributories as being representatives of or liable for the debts of others**

Serial Number	Name & Description	Address	In what character included	No. of shares or extent of interest	Date when included in the list	Amount called up at date of commencement of winding-up	Amount paid up at date of commencement of winding-up
1	2	3	4	5	6	7	8

In the matter of.....Ltd. (in liquidation).

**THE SECOND SCHEDULE ABOVE REFERRED TO**

Serial Number	Name & Description	Address	In what character proposed to be included	Number of shares or extent of interest	Date when excluded from the list
1	2	3	4	5	6

Dated this.....day of.....19....

Sd./-

Official Liquidator.

**FORM No. 80**

[See Rule-184(1)]

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Notice to contributory of final settlement of list of contributories and that his name is included*

**To**

.....  
.....

Take notice that I, ....., the Official Liquidator of the above-named company, have, by certificate dated the.....day of.....19..., under my hand, finally settled the list of contributories of the said company,

and that you are included in such list. The character and number of shares [or extent of interest] in and for which you are included and the amount called up and the amount paid up in respect of such share [or interest] are stated below.

Any application by you to vary the said list of contributories, or that your name may be excluded therefrom, must be made by you to the Court within 21 days from the date of service on you of this notice. Any application made after the expiry of the said period will not be entertained.

The said list may be inspected by you at the office of the Registrar on any day during office hours.

Dated this..... day of.....19....

Official Liquidator.

No. on List	Name & Description	Address	In what character included	No. of shares or extent of interest	Amount called up at date of commencement of winding-up	Amount paid up at date of commencement of winding-up
1	2	3	4	5	6	7

Official Liquidator.

FORM No. 81

[See Rule 184(2)]

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Affidavit of service of notice on contributory*

I, ..... ( name and description of deponent), of..... solemnly affirm and say as follows:—

1. I did on the.....day of.....19...., in the manner hereinafter mentioned serve a true copy of the notice now produced and shown to me and marked 'A' upon each of the respective persons whose names, descriptions and addresses appear in the second and third columns of the first schedule to the list of contributories of the said company settled by the Official Liquidator of the said company on the.....day of.....19...., and now on the file of the proceedings of the said company. In the tabular form at the foot of such copies respectively I inserted the number on list, name, description, address, in what character included, the

number of shares [or extent of interest] and the amount called up and the amount paid up in respect of the shares [or interest], of the person on whom such copy of the said notice was served, in the same words and figures as the same particulars are set forth in the said schedule.

2. I served the said respective copies of the said notice duly addressed to such persons respectively according to their respective names and addresses appearing in the said schedule by registered post on.....at the post office at....., and the postal receipts and acknowledgements received from the said post office in respect thereof are annexed hereto. In the following cases, either the notices were returned unserved or the notices have not been returned nor the acknowledgements received:—

Number on List	Name of person	Whether notice was returned unserved, or whether notices not returned nor acknowledgement received

Solemnly affirmed, etc.

Deponent.

FORM No. 82

(See Rule 185)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Certificate of settlement of a supplemental list of contributories*

1. Pursuant to the Companies Act, 1956, and the Rules made thereunder, I, ....., the undersigned, the Official Liquidator of the above-named company, hereby certify that since settling the list of contributories herein dated the ..... day of ..... 19... I have settled the following supplemental list of contributories of the said company consisting of persons who are holders of shares in [or members of] the said company and who are contributories of the said company.

2. The said supplemental list contains the names of such persons together with their respective addresses and the number of shares [or extent of interest] and the amount called up at the commencement of the winding-up and the amount paid up at such date in respect of the shares [or interest] to be attributed to each.

3. In the first part of the said list such of the said persons as are contributories in their own right are set forth.

4. In the second part of the said list, such of the said persons as are contributories as being representatives of or being liable for the debts of others, are set forth.

*Supplemental list of contributories*

[Here set out list. The supplemental list is to be made out in the same form as the original list.]

Dated this ..... day of ..... 19...

Official Liquidator.

FORM No. 83

(See Rule 188)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

Application No. .... of 19...

..... A.B. .... — Applicant

Before the Hon'ble Mr. Justice .....

(or Before Shri ....., District Judge)

Dated: .....

*Order varying list of contributories*

Upon the application of A. B., by summons dated the ..... day of ..... 19..., for an order that the list of contributories of the company and the liquidator's (or Court's) certificate finally settling the same be varied by excluding the name of the applicant therefrom (or as the case may be), and upon hearing etc., and upon reading etc., IT IS ORDERED:

That the list of contributories of the company and the Liquidator's (or Court's) certificate finally settling the same be varied by excluding the name of the said A. B., from the said list of contributories or by including the name of the said A. B., as a contributory in the said list for ..... shares [or, as the case may be].

Dated this ..... day of ..... 19...

(by the Court)

Registrar.

## FORM No. 84

(See Rule 188)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

Application No. .... of 19...

..... A. B. .... — Applicant

Before the Hon'ble Mr. Justice ..... (or Before Shri.....  
District Judge)

Dated: .....

*Order rectifying Register, list of contributories and certificate*

Upon the application by summons dated ..... 19.., of A. B., of ....., and upon hearing his advocate Shri ....., and the Official Liquidator of the said company and upon reading the order to wind up the said company dated ..... 19.., and the affidavits filed herein of ..... dated ..... 19.., etc., IT IS ORDERED:

(1) That the Register of the shareholders of the company above-named be rectified by removing the name of the said A. B., therefrom in respect of ..... shares in the said company numbered .... registered in his name [or That the Register of shareholders of the above-named company be rectified by entering on such register the name of the applicant as the holder of ..... shares numbered ....., and by removing therefrom the name of C. D., as the holder of ..... shares numbered .....];

(2) That the list of contributories and the Official Liquidator's (or Court's certificate finally settling the same be varied accordingly; and

(3) That a certified copy of this order be delivered to the Registrar of Companies by the applicant herein within 14 days from the date hereof.

Dated this ..... day of ..... 19...

(By the Court)

Registrar.

## FORM No. 85

For use in the  
District Court

[See Rule 191(1)]

[Heading as in Form No. 1]

Company Petition No. .... of 19...

Notice to contributories of settlement of list of contributories by the  
Court

To

.....  
.....

Take notice that the Court has fixed ..... day, the .... day of ..... 19.., at ..... o'clock in the ..... noon for the settlement by the Court of the list of contributories made out and filed in Court by the Official Liquidator of the Court and that you are included in such list. The character and the number of shares [or extent of interest] in and for which you are included in the list, and the amount called up and the amount paid up in respect of such shares [or interest] are stated below.

If you wish to object to your being settled as a contributory or as a contributory in such character or for such number of shares or extent of interest as set out in the list, you should file an affidavit in Court in support of your contention and serve a copy thereof on the Official Liquidator not less than 2 days before the date fixed for the settlement of the list, and appear at the hearing before the Court on the said date in person or by your advocate, when you will be heard.

If no sufficient cause is shown by you to the contrary, the list will be settled including you therein as a contributory as set forth in the said list.

Number on list	Name & Description	Address	In what character included	No. of shares or extent of interest	Amount called up at date of commencement of winding-up	Amount paid up at date of commencement of winding-up
1	2	3	4	5	6	7

Dated .....

Official Liquidator

Note:—

- Contributories are under no obligation to attend before Court at the settlement of the list if they are satisfied that the particulars entered in the notice are correct.
- A shareholder's name cannot be omitted from the list of contributories on account of his inability to pay calls; this question will be dealt with application is made for payment of calls.
- A change of address may be notified by giving notice to the Official Liquidator by post before the date fixed for the settlement of the list.

## FORM No. 86

*For use in the  
District Court*

(See Rule 192)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

Before Shri ..... District Judge.

Dated: .....

*List of contributories as settled by Court*

The result of the settlement of the list of contributories of the above company, made out and filed in Court by the Official Liquidator of the said company on the ..... day of ..... 19..., so far as the said list has been settled up to the date of this certificate, is as follows:—

The several persons whose names are set forth in the second column of the first schedule hereto have been included in the said list of contributories as contributories of the said company in respect of the number of shares [*or* extent of interest] set opposite the names of such contributories respectively in the said schedule.

2. In the first part of the said schedule are set forth such of the said several persons as are contributories in their own right.

3. In the second part of the said schedule are set forth such of the said several persons as are contributories as being representatives of or liable for the debts of others.

4. The several persons whose names are set forth in the second column of the second schedule hereto, were included in the provisional list of contributories, and have been excluded from the said list of contributories.

5. In the fifth column of the first part and the sixth column of the second part of the first schedule, and in the sixth column of the second schedule, are set forth, opposite the name of each of the several persons respectively, the date when such person was included in or excluded from the said list of contributories.

6. In the sixth and seventh columns of the first part, and the seventh and eighth columns of the second part, of the first schedule, are set forth opposite the names of each of the said persons respectively the amount called up at the date of the commencement of the winding up and the amount paid up at such date in respect of their shares [*or* interest].



## THE FIRST SCHEDULE ABOVE REFERRED TO

*First Part*

Contributories in their own right

Serial Number	Name & Description	Address	No. of shares or extent of interest	Date when included in the list	Amount called up at date of commencement of winding-up	Amount paid up at date of commencement of winding-up
1	2	3	4	5	6	7

*Second Part*

Contributories as being representatives of or liable for the debts of others

Serial Number	Name & Description	Address	In what character included	No. of shares or extent of interest	Date when included in the list	Amount called up at date of commencement of winding-up	Amount paid up at date of commencement of winding-up
1	2	3	4	5	6	7	8

## THE SECOND SCHEDULE ABOVE REFERRED TO

Serial Number	Name & Description	Address	In what character proposed to be included	Number of shares or extent of interest	Date when excluded from the list
1	2	3	4	5	6

Dated this.....day of.....19

*District Judge*

## FORM No. 87

*Form of advertisement.* [See Rule 199(4)]

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Notice of meetings of creditors and contributories under Section 464*

Notice is hereby given that

(1) A meeting of the creditors of the above-named company will be held at ..... (place) on ..... day the ..... day of ..... 19.., at ..... o'clock in the ..... noon, to determine whether or not a Committee of Inspection shall be appointed to act with the Official Liquidator and who are to be the members of the Committee if one is appointed.

**NOTE:** To entitle a creditor to vote at the meeting of creditors aforesaid, his proof must be lodged with the Official Liquidator not later than ..... o'clock in the ..... noon, on the ..... day of ..... 19...

(2) A meeting of the contributories of the above-named company will be held at ..... (place) on ..... day the ..... day of ..... 19.....\*, at ..... o'clock in the ..... noon, to consider the decision of the said meeting of creditors and to express the views of the contributories whether or not a Committee of Inspection shall be appointed and who are to be the members of the Committee if one is appointed.

Forms of proof and of general and special proxies can be had at the office of the Official Liquidator. Proxies should be lodged with the Official Liquidator not later than ..... o'clock on the ..... day of ..... 19...

Dated this ..... day of ..... 19...

Official Liquidator.

[The company's statement of affairs has not been lodged (or has been lodged and may be inspected at the office of the Official Liquidator during office hours on payment of the prescribed fee.)]

---

\*The date fixed should be within 14 days of the creditors' meeting.

## FORM No. 88

*Form of individual  
notice to creditors*

[See Rule 199(4)]

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Notice of creditors' meeting under Section 464(1)*

To

.....  
.....

Take notice that a meeting of the creditors of the above-named company will be held at ..... (place) on ..... day the ..... day of ..... 19..., at ..... o'clock in the .... noon for the purpose mentioned below:

*Agenda*

To determine whether or not a Committee of Inspection shall be appointed to act with the liquidator, and who are to be the members of the Committee if one is appointed.

To entitle you to vote thereat your proof must be lodged with the Official Liquidator not later than ..... o'clock in the ..... noon on the day of ..... 19....

The company's statement of affairs has not been lodged [*or has been lodged and may be inspected at the office of the Official Liquidator during office hours on payment of the prescribed fee*].

Forms of proof and of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with the Official Liquidator not later than ..... o'clock in the ..... noon on the day of ..... 19....

Dated this ..... day of ..... 19....

Official Liquidator.

## FORM No. 89

*Individual notice to  
contributories*

[See Rule 199(4)]

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Notice of contributories' meeting under Section 464(2)*

To

.....  
.....

Take notice that a meeting of the contributories of the above-named company will be held at ..... (place) on ..... day

the ..... day of ..... 19.., at ..... o'clock in the .... noon, for the purpose mentioned below:

*Agenda*

To consider the decision to be taken at a meeting of the creditors of the said company to be held on the ..... day of ..... 19.., for determining whether or not a Committee of Inspection shall be appointed to act with the Official Liquidator and who are to be the members of the Committee if one is appointed, and to express the views of the contributories on the said matters.

The Company's statement of affairs has not been lodged [*or has been lodged and may be inspected at the office of the Official Liquidator during office hours on payment of the prescribed fee*].

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with the Official Liquidator at his office not later than ..... o'clock in the ..... noon on the ..... day of ..... 19....

Dated this ..... day of ..... 19....

Official Liquidator.

FORM No. 90

*Form of individual notice.*

[See Rule 199(4)]

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Notice of meeting (General Form)*

To

..... creditor (*or contributory*)  
..... of the said company.

Take notice that a meeting of creditors [*or contributories*] in the above matter will be held at ..... (place) on the ..... day of ..... 19.., at ..... o'clock in the ..... noon.

*Agenda*

[Here insert the purpose for which the meeting is called].

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with the Official Liquidator not later than ..... o'clock in the ..... noon on the ..... day of ..... 19....

Dated this ..... day of ..... 19....

Official Liquidator.

[NOTE:—This Form may be used with necessary alterations for voluntary liquidation meetings. In the case of a voluntary liquidation, the full name and address of the liquidator should be given.]

FORM No. 91

*Form of advertisement* [See Rule 199(4)]

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Notice of meeting (General Form)*

Notice is hereby given that a meeting of creditors [or contributories] in the above matter will be held at ..... (place) on the ..... day of ..... 19.., at ..... o'clock in the ..... noon.

*Agenda*

[Here insert the purpose for which the meeting is called].

Forms of general and special proxies can be had at the office of the Official Liquidator. Proxies to be used at the meeting must be lodged with the Official Liquidator not later than ..... o'clock in the ..... noon on the ..... day of ..... 19...

Dated this ..... day of ..... 19...

Official Liquidator.

[NOTE:—This Form may be used with necessary alterations for voluntary liquidation meetings. In the case of a voluntary liquidation, the full name and address of the Liquidator should be given.]

FORM No. 92

(See Rule 201)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Notice to officers of company to attend meeting of creditors or contributories*

To

.....  
.....

Take notice that a [the first] meeting of creditors [or contributories] will be held on the ..... day of ..... 19..., at.... o'clock in the ..... noon at [here insert the place where the meeting is to be held] and that you are required to attend thereat and give such information as the meeting may require.

Dated this ..... day of ..... 19...

Official Liquidator.

## FORM No. 93

(See Rule 202)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Affidavit as to the posting of notices of meeting*

I, ..... (name and description) of etc., solemnly affirm and say as follows:—

1. That I did on the ..... day of ..... 19..., send to each creditor mentioned in the company's statement of affairs [and to each contributory mentioned in the Register of Members of the company] a notice of the time and place of the (respective) meeting(s) of creditors (and contributories) in the form(s) annexed hereto and marked 'A'\* (and 'B')†.

2. That the notices for creditors were addressed to the said creditors respectively according to their respective names and addresses appearing either in their proofs or in the statement of affairs or in the books of the company, or to the last known addresses of such creditors [and that the notices for contributories were addressed to the contributories respectively according to their respective names and addresses appearing in the Register of the company or to their last known addresses.]

3. That I further sent to each of the officers of the company mentioned below at their respective addresses a notice of the time and place of the (respective) meeting(s) of creditors (and contributories) in the Form annexed hereto and marked 'C'\*\*.

4. That I sent the notices by putting the same prepaid into the post office at ..... before the hour of ..... o'clock in the ..... noon on the said day.

[5. That the notice was also advertised in (here set out the newspapers) dated ..... and copies of the said newspapers containing the advertisement are herewith annexed‡.]

**Deponent.**

Solemnly affirmed etc.

---

\*Form of the notice(s) sent to be annexed.

†Omit what is not required.

\*\*Form No. 92.

‡To be inserted where the notice of meeting was advertised.

## FORM No. 94

(See Rule 204)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

*Nomination of chairman by Official Liquidator*

I, ....., the Official Liquidator of the above-named company, do hereby nominate ..... (name and description) of ..... to be chairman of the meeting of creditors (or contributories) in the above matter appointed to be held at ..... on the ..... day of ..... 19.., and I depute him to attend such meeting and use, on my behalf, any proxy or proxies held by me in this matter.

Dated this ..... day of ..... 19....

Official Liquidator.

## FORM No. 95

[See Rule 218(2)]

[Heading as in Form No. 1]

Company Petition No. .... of 19....

*List of creditors (or contributories) present at a meeting*

Meeting held at ..... this .....  
day of ..... 19 ..

Consecutive number	Name of creditor (or contributory) present or represented	Amount of proof (or number of shares and votes held by each contributory)	
		In person	By proxies
1			
2			
3			
4			
5			
6			
7			
7	Total number of creditors (or contributories) present or represented.		

Official Liquidator.

## FORM No. 96

(See Rule 219)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Report of result of meeting(s) of creditors/contributories held under order of Court dated.....19...*

I, ..... (name), Official Liquidator of the Court, and chairman of the meeting(s) of the creditors/contributories held in pursuance of the order of the Court dated ..... 19..., do hereby report the result of the said meeting(s):

1. In pursuance of the order of this Court dated ..... 19..., a meeting of the creditors/contributories of the above company was summoned by advertisement in (here enter the newspaper or newspapers) of the date(s) ..... 19..., and was held on the ..... day of ..... 19..., at ..... o'clock in the ..... noon at ..... I was the chairman of the said meeting.

2. The said meeting was attended either personally or by proxy by ..... creditors of the said company whose proofs of debts against the company were admitted (*or* admitted for voting purposes), amounting in the whole (as admitted) to the value of Rs. .... [*or* by ..... contributories of the said company holding in the whole ..... shares of the said company and entitled to ..... votes.

3. The question(s) submitted to the said meeting was(were):

[Here set out the question(s) submitted to the meeting]

4. At the said meeting it was resolved unanimously [*or* as a result of the voting as set out below] as follows:

[Here set out the resolution(s) passed at the meeting].

## Result of voting

Resolutions	Voting on resolutions					
	For			Against		
	No.	Amount		No.	Amount	
State the substance of any resolutions passed :						
.....						
.....						
.....						
Creditors .....						
	No.	Shares	Votes	No.	Shares	Votes
Contributories .....						

Official Liquidator.

Dated..... 19....



## FORM No. 97

(See Rule 221)

(Heading as in Form No. 1)

Company Petition No..... of 19...

*Form of general proxy*

I/We..... of .....  
 a creditor (*or* contributory) of the abovenamed company, hereby  
 appoint..... of ..... as my/our  
 general proxy to vote for me/us and on my/our behalf at the meeting  
 of creditors (*or* contributories) of the said company summoned to be  
 held in the above matter on the ..... day of ..... 19...,  
 and at any adjournment thereof.

Dated this ..... day of ..... 19..

(Sd.) A. B.

## NOTE:

1. It is open to a creditor or contributory to appoint the Official Liquidator as his proxy.
2. If the proxy is given by a firm, sign the firm's trading name and add 'by A. B., a partner in the said firm'. If the proxy is given by a corporation, then the form of the proxy must be under its common seal or under the hand of some officer duly authorised in that behalf, and the fact that the officer is so authorised must be stated.
3. The proxy form when signed must be lodged with the Official Liquidator within the time mentioned in the notice convening the meeting at which it is to be used.

## FORM No. 98

(See Rule 221)

(Heading as in Form No. 1)

Company Petition No..... of 19...

*Form of special proxy*

I/We ..... of ..... a creditor  
 [or contributory] hereby appoint..... as my/our proxy  
 at the meeting of creditors [*or* contributories] to be held on the ....  
 day of ..... 19..., or at any adjournment thereof, to vote  
 [Here insert the word 'for' or the word 'against', as the case may  
 require, and specify the particular resolution] the resolution numbered  
 ..... in the notice convening the meeting.

Dated this ..... day of ..... 19...

(Sd.) A. B.

## NOTE:

1. It is open to a creditor or contributory to appoint the Official Liquidator as his proxy.
2. If the proxy is given by a firm, sign the firm's trading name and add 'by A. B., a partner in the said firm'. If the proxy is given by a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorised in that behalf, and the fact that he is so authorised must be stated.
3. The proxy form when signed must be lodged with the Official Liquidator within the time mentioned in the notice convening the meeting at which it is to be used.
4. Where the person giving proxy wishes to give instructions regarding voting on any amendments that may be moved or as the case may be, such instructions may be noted in the proxy if so desired.

## FORM No. 99

(See Rule 234)

[Heading as in Form No. 1]

Company Petition No..... of 19...

*Notice by Official Liquidator requiring payment of money or delivery of property, books etc., to the Official Liquidator*

I, the undersigned, the Official Liquidator of the above-named company, hereby require you, the under-mentioned.....  
 ..... (name of person to whom notice is addressed), to pay to me (or deliver, convey, surrender, transfer to or into my hands) at my office the sum of Rs. .... being the amount appearing to be due from you on your account with the said company [or any money, property\*, books or papers] now in your hands and to which the said company is entitled [or otherwise, as the case may be].

Dated this ..... day of ..... 19...

(Sd.)

Official Liquidator.

To

.....  
 (name and address of person to whom  
 the notice is addressed)

\*Property to be specifically described.

## FORM No. 100

[See Rule 237(2)]

[Heading as in Form No. 1]

Company Petition No..... of 19...

Application No. .... of 19....

Official Liquidator—Applicant

*Summons for leave to make a call*

Let the several persons whose names and addresses are set forth in the second column of the schedule hereto, being contributories of the above-named company, as shown in the third column of the said schedule, attend the Court on ..... day the ..... day of ..... 19.., at ..... o'clock in the ..... noon, on the hearing of an application by the Official Liquidator of the above-named company for leave of the Court to make a call to the amount of Rs ..... per share on all the contributories [or as the case may be] of the said company [and that notice of this summons may be given by advertisement without separate notice to each contributory].

Dated this ..... day of ..... 19...

Official Liquidator

Registrar

## SCHEDULE

No. on list	Name and address	In what character included

[NOTE: Where a copy of the summons has to be served on any contributory, only the particulars relating to such contributory need be set out in the schedule to the copy to be served on him.]

## FORM No. 101

[See Rule 237(2)] .....

[Heading as in Form No. 1]

Company Petition No. .... of 19...

Application No. .... of 19...

*Affidavit in support of application for leave to make a call*

I, A. B., the Official Liquidator of the above-named company, solemnly affirm and say as follows:—

1. The above-named company was, by the order of this Court dated.....19.., ordered to be wound-up by this Court.

2. The list of contributories of the said company was settled on ..... 19.., and ..... persons have been settled on the list in respect of the total number of ..... shares.

3. I have in the schedule hereunder set forth a statement showing the amount due in respect of the debts proved and admitted against the said company and the estimated amount of the costs, charges and expenses of and incidental to the winding-up of the affairs thereof which several amounts form in the aggregate the sum of Rs. .... or thereabouts.

4. I have also in the said schedule set forth a statement of assets in hand belonging to the said company amounting to the sum of Rs. .... and no more, out of which I have realised the sum of Rs. .... I estimate that the assets still remaining to be collected will realise approximately Rs. .... There are no other assets belonging to the said company except the amounts due from certain of the contributories of the said company, and to the best of my information and belief, it will be impossible to realise in respect of the said amounts more than the sum of Rs. .... or thereabouts.

5. For the purpose of satisfying the several debts and liabilities of the said company and of paying the costs, charges and expenses of and incidental to the winding-up of the affairs thereof, I believe the sum

of Rs. .... will be required in addition to the amount I have now on hand and the amount still to be collected by realisation of the outstanding assets.

6. In order to provide the said sum of Rs. ...., it is necessary to make a call upon the several persons who have been settled on the list of contributories as before mentioned, and having regard to the probability that some of such contributories will partly or wholly fail to pay the amount of such call, I believe that for the propose of realising the amount required as before mentioned, it is necessary that a call of Rs. .... per share should be made.

#### SCHEDULE

Solemnly affirmed etc.

Official Liquidator.

#### FORM No. 102

(See Rule 238)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

Application No. .... of 19....

#### *Advertisement of application for leave to make a call*

Notice is hereby given that the Court has appointed ..... day the ..... day of ..... 19 , at .... o'clock in the ..... noon, for the hearing of an application by the Official Liquidator of the said company for leave to make a call to the amount of Rs. .... per share on the contributories of the said company [or as the case may be]. All persons interested may attend the Court at the said day and hour and offer objections to the making of the said call.

Dated this ..... day of ..... 19...

Official Liquidator.

#### FORM No. 103

(See Rule 239)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

Application No. .... of 19....

Official Liquidator—Applicant

Before the Hon'ble Mr. Justice..... (or Before Shri....., District Judge).

Dated: .....

#### *Order giving leave to make a call*

Upon the application by summons of the Official Liquidator of the above-named company, and upon reading the order to wind-up the above-named company, the list of contributories of the said company and the Official Liquidator's (or, the court's) certificate of the final

settlement of the same filed on.....19..., the affidavit of the said Official Liquidator filed the.....day of .....19..., and upon hearing, etc.,

IT IS ORDERED that leave be given to the Official Liquidator to make a call of Rs. .... per share on all the contributories of the said company (*or* as the case may be);

And it is ordered that each contributory do, on or before the .... day of .....19..., pay to the Official Liquidator at his office or into the public account of India in the Reserve Bank of India to the credit of the liquidation account of the said company, the amount due from such contributory in respect of such call.

Dated this ..... day of ..... 19 ..

(By the Court)

Registrar.

FORM No. 104

(See Rule 239)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

Application No. .... of 19....

*Document making a call*

I, A. B., the Official Liquidator of the above-named company, in pursuance of the order of Court made herein dated the ..... day of .....19..., hereby make a call of Rs.....per share on all the contributories of the company, which sum is to be paid at the office of the Official Liquidator of the Court [*or in the public account of India in the Reserve Bank of India to the credit of the liquidation account of the said company*], on or before the..... day of ..... 19 ..

Dated this ..... day of .....19 ..

.. Official Liquidator.

FORM No. 105

(See Rule 240)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

Application No. .... of 19....

*Notice to be served with the order sanctioning call*

To

.....X.....Y.....

.....

Take notice that the amount due from you, X, Y., in respect of the call made pursuant to the leave given by the order of the Court dated .....19..., a copy of which is attached hereto, is the sum of Rs. ...., and that you should, on or before the ..... day of ..... 19...., pay the said sum to the Official

Liquidator at his office or into the public account of India in the Reserve Bank of India to the credit of the Liquidation Account of the said company. If you wish to make the payment into the Reserve Bank of India, you must produce this notice and the copy of the order hereto attached at the Bank to enable the Bank to receive payment, and after making the payment you should give forthwith notice thereof to the Official Liquidator enclosing with such notice the voucher obtained from the Bank in respect of the payment, in default whereof proceedings will be taken against you to enforce the order.

Dated this ..... day of ..... 19 ..

Official Liquidator.

FORM No. 106

(See Rule 241)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

Application No. .... of 19....

Official Liquidator—Applicant

*Summons to enforce call*

Let all parties concerned attend the sitting Judge in Court on the ..... day of ..... 19.., at ..... o'clock in the ..... noon on the hearing of an application made by the Official Liquidator of the above-named company for an order that the several persons named in the second column of the schedule to this summons, being respectively contributories of the above-company be ordered to pay to the said Official Liquidator at his office or into the public account of India in the Reserve Bank of India to the credit of the Liquidation Account of the said company, the several sums set opposite their respective names in the sixth column of the schedule hereto, such sums being the amounts due from the said several persons respectively in respect of the call of Rs. .... per share, made by the applicant, with interest thereon at four per cent per annum from the date of the order, and that the said several persons may be ordered to pay to the applicant the costs of and incidental to this application.

SCHEDULE

No.	Name & Description	Address	In what character included	Amount of call	Amount due
1	2	3	4	5	6

Dated this ..... day of ..... 19 ..

Official Liquidator,

Registrar.

FORM No. 107

(See Rule 241)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

Application No. .... of 19....

Official Liquidator—Applicant

*Affidavit in support of application for payment of call*

I, A. B., Official Liquidator of the above-named company, solemnly affirm and say as follows:—

1. The contributories of the said company whose names are set forth in the schedule to the summons herein marked 'A', have not paid the sums set opposite their respective names in the said schedule, which sums are the amounts now due from them respectively under the call of Rs. .... per share duly made under the Companies Act, 1956, pursuant to the order of this Court dated .....19 , granting leave to make a call.

2. A copy of the said order dated.....19 , and a notice in the prescribed form specifying the amount due from each of the said contributories were duly served by registered post (or as the case may be) on such contributories respectively.

3. The respective amounts set opposite the names of such contributories respectively in the sixth column of the said schedule are the true amounts now due and owing by them respectively in respect of the said call.

Solemnly affirmed etc.

Official Liquidator.

FORM No. 108

(See Rule 241)

[Heading as in Form No. 1]

Company Petition No. .... of 19....

Application No. .... of 19....

Official Liquidator—Applicant

Before the Hon'ble Mr. Justice .....

(or Before Shri ..... District Judge)

Dated: .....

*Order for payment of call amount due from contributory*

Upon the application of the Official Liquidator of the above-named company, and upon reading the order dated.....19 , granting

leave to make a call, the affidavit of ..... filed the ... day of ..... 19 , and the affidavit of the Official Liquidator filed the ..... day of ..... 19 , IT IS ORDERED:

That C. D., of etc., (or E. F., the legal representative of L. M., late of ..... etc., deceased), one of the contributories of the said company [or, if against several contributories, That the several persons named in the second column of the schedule to this order, being respectively contributories of the said company] do on or before the ..... day of ..... 19 , pay to the Official Liquidator of the said company at his office or into the public account of India in the Reserve Bank of India to the credit of the Liquidation Account of the said company, the sum of Rs. .... [if against the legal representative add, out of the assets of the said L. M., deceased, in his hands as such legal representative as aforesaid] [or if against several contributories, the several sums of money set opposite to their respective names in the fifth column of the said schedule hereto], being the amount(s) due from the said C. D. [or L. M., or the said several persons respectively] in respect of the call of Rs. .... per share duly made pursuant to the said order of this Court;

And it is further ordered that the said C. D., [or L. M., or the said several persons] do also pay interest at the rate of four per cent per annum on the said amount(s) specified in the fifth column of the said schedule from this date to the date of payment.

#### SCHEDULE

(to be included where there are two or more contributories)

No. on list	Name & Description	Address	In what character included	Amount due
1	2	3	4	5

Dated this ..... day of ..... 19 .

(By the Court)

Registrar.

NOTE:—The copy for service of the above order must bear the following endorsement:—

"If you, A. B., neglect to obey this order by the time mentioned therein, you will be liable to process of execution for the purpose of compelling you to obey the same."



## FORM No. 109

[See Rule 243(2)]

[Heading as in Form No. 1]

Company Petition No. .... of 19....

Application No. .... of 19....

Official Liquidator (or as the case may be)—*Applicant*.*Summons for leave to examine person(s) under Section 477*

Let all parties concerned attend the Judge sitting in Chambers on ..... day the ..... day of ..... 19 , on the hearing of an application of the Official Liquidator of the above company (or as the case may be) for an order that ..... [Here insert the name(s) of the person(s) to be examined] be examined by the Court respecting [the property (or books and papers) of the company in his (their) possession *or* his (their) indebtedness to the company *or* the promotion, formation, trade, dealings, property, books or papers, or affairs of the company] [and/or for the production of all books, papers, writings and documents in his (their) custody or power relating to the said company] and that a date be fixed for such examination and summons(es) be issued to the said person(s) for his (their) appearance on the date fixed and that all necessary directions may be given in the said matter. (Omit what is not required).

Dated this ..... day of ..... 19 .

Official Liquidator.

Registrar.

## FORM No. 110

(See Rule 244)

[Heading as in Form No. 1]

Company Petition No.....of 19....

Application No.....of 19....

Official Liquidator (or as the case may be)—*Applicant*.

Before the Hon'ble Mr. Justice.....  
(or Shri....., District Judge)

Dated.....

*Order for private examination under Section 477*

Upon the application by summons dated.....19..., of the Official Liquidator (*or* of X. Y., a contributory) of the above-named company and upon hearing, etc., and upon reading the order to wind up the said company (*or*, the order appointing a Provisional Liquidator), dated.....19..., and the

statement of the Official Liquidator (*or*, the affidavit of the said X, Y.) filed.....19...., IT IS ORDERED:

1. That.....(name and description)\*  
be summoned to attend the Court on.....day the  
.....day of.....19...., at.....o'clock  
in the.....noon for the purpose of being examined under  
Section 477 concerning [the property (*or* books or papers) of the com-  
pany in his possession *or* his indebtedness to the company *or* the  
promotion, formation, trade, dealings, property, books or papers, or  
affairs of the company†] [and the said.....be  
required to bring with him and produce at the said time and place the  
documents mentioned in the schedule hereto, and all other books,  
papers, deeds, writings and other documents in his custody or power  
in any wise relating to the above-named company‡];

2. That the Official Liquidator do have the conduct of the exami-  
nation of the said person(s);

3. That the examination shall be in Chambers (*or* in Court);

\*[4. That.....(name) being a  
creditor (*or* contributory) of the said company be at liberty to attend  
(and take part in) the said examination.]

‡SCHEDULE

(Of persons to be examined and/*or* of documents to be produced,  
as the case may be)

Dated this.....day of.....19....

(By the Court)

Registrar.

\*Where more than one person is to be examined, say 'That the persons  
mentioned in the schedule hereto be summoned', and give the names and  
addresses in a schedule to the order.

†Omit what is not required.

‡To be included where necessary.

FORM No. 111

(See Rule 246)

[Heading as in Form No. 1]

Company Petition No.....of 19....

Application No.....of 19....

Official Liquidator—*Applicant*.

*Summons to witness for examination under Section 477*

To

.....

.....

Whereas by an order of the Court dated the.....day  
of .....19...., made herein, it was ordered that  
you.....(name and description) be

examined under the provisions of Section 477 touching the affairs of the above-named company (*or* as the case may be), you are hereby required to attend the Court before the Judge sitting in Chambers on.....day the.....day of.....19...., at.....o'clock in the.....noon to be examined as aforesaid;

And you, the said....., are hereby required to bring with you and produce at the time and place aforesaid the (here give the description of the property or document, etc.) and other documents in your custody or power in any wise relating (or belonging) to the company.

If you fail to attend at the said place and time, having no lawful impediment to be then made known to the Judge and allowed by him, the Judge may by warrant cause you to be apprehended and brought up for examination.

A sum of Rs.....is herewith tendered (or, sent separately by postal money order) for your expenses in connection with the aforesaid examination.

Dated this.....day of.....19....  
Official Liquidator. Registrar.

FORM No. 112

(See Rule 249)

[Heading as in Form No. 1]

Company Petition No.....of 19....

Before the Hon'ble Mr. Justice.....  
(or Shri....., District Judge)

*Order directing public examination*

Upon reading the further report of the Official Liquidator in the above matter dated the.....day of.....19...., made under Section 455(2), etc., IT IS ORDERED:

1. That the several persons whose names and addresses are set forth in the schedule hereto do attend before the Court on the day and hour to be appointed for the purpose, and be publicly examined as to the promotion or formation or the conduct of the business of the company, or as to their conduct and dealings as officers of the company.

2. That notice of the date fixed for the examination be advertised in one issue (each) of (here set out the newspaper or newspapers in which the advertisement is to be inserted) and such notice be served on the persons to be examined not less than 7 days before the date of the examination.

3. That the examination shall be held before (here name the officer\* and follow up with any further directions that may be given relating to the conduct of the examination or the matters on which the persons are to be examined).

THE SCHEDULE REFERRED TO

Serial number	Name	Address	Connection with the company
—			

Dated this.....day of.....19...

(By the Court).

Registrar.

\*This provision should be omitted in the case of an order made by a District Court.

FORM No. 113

(See Rule 250)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Notice of public examination*

Notice is hereby given that a public examination under Section 478 will be held in Court on the.....day of .....19..., at.....o'clock in the.....noon before....., of....., a director (or other officer) of the above-named company.

Official Liquidator.

FORM No. 114

(See Rule 250)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Notice to attend public examination*

Whereas by an order of this Court made on the.....day of.....19..., it was ordered that you, the under-mentioned X. Y., should attend before the Court and be publicly examined as to the promotion or formation of the company and/or as to the conduct of the business of the company, and/or as to your

conduct, and dealings as (here insert. director or officer, as the case may be);

And whereas it has been directed that the said examination be held before the Judge [or the Court has directed that the said examination be held before (here mention the officer before whom the examination has been directed to be held)], and whereas.....day the.....day of.....19.... at.....o'clock in the.....noon has been fixed as the time for holding the said examination before the Judge (or officer as the case may be);

Notice is hereby given that you are required to attend at the said time and place and at any adjournments of the examination which may be ordered, and to bring with you and produce all books, papers, and writings and other documents in your custody or power in any way relating to the above-named company.

And take further notice that if you fail, without reasonable excuse, to attend at the said time and place and at any adjournments of the said public examination, a warrant for your arrest will issue, and you will be liable to be committed to prison without further notice.

NOTE.—A copy of the report of the Official Liquidator on which the order for public examination was made will be furnished to you on payment of the prescribed charges for the same.

Dated this.....day of.....19....

Official Liquidator.

To

X. Y.,

..... (name)

..... (description and address)

.....

FORM No. 115

(See Rule 252)

[Heading as in Form No. 1]

Company Petition No.....of 19....

*Report to the Court where person examined refuses to answer to satisfaction of the officer of Court*

At the public examination of.....(name and description of the person examined) held before me this.....day of.....19...., the following question(s) was (were) put by me (or allowed to be put by me) to the said person (herein-after referred to as 'the witness').

Q. [Here state the question(s).]

The witness refused to answer the said question(s) (*or*) the witness answered the said question(s) as follows:—

[Here insert the answer(s), if any.]

I thereupon intimated the witness that I was reporting his refusal to answer [or his answer(s)] to the Court and that he should attend the Court on the.....day of.....19..., at.....o'clock in the.....noon when the report will be considered by the Court.

Master (or other officer holding  
the examination).

---

FORM No. 116

(See Rule 256)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Warrant against person who fails to attend examination*

To

X. Y., the Officer of this Court.

(or as the case may be).

Whereas by order of this Court dated ..... 19..., A. B., (name of the person required to attend) was ordered to attend before the Court (or before the Master or other officer of the Court as the case may be), for the purpose of being publicly examined under Section 478 (*or* for being examined under Section 477) on a day and at a time to be appointed; and

Whereas the ..... day of ..... 19..., at ..... o'clock in the ..... noon was fixed for the said examination before the Judge (*or* Master etc.); and

Whereas by evidence taken upon oath (*or* by affidavit of..... solemnly affirmed) it has been made to appear to the satisfaction of the Court that notice of the said order and of the said time and place so appointed was duly served upon the said A. B.; and

Whereas the said A. B., did without good cause fail to attend on the said ..... day of ..... 19..., for the purpose of being examined, according to the requirements of the said order of this Court made on the ..... day of ..... 19..., directing him to attend [*or* and that the said A. B., has absconded (*or* that there is reason to believe that the said A. B., is about to abscond) with a view to avoiding the said examination];

**This** is to command you to arrest and take the said A. B., into your custody and bring him before this Court with all convenient speed.

You are further ordered to return this warrant on or before ..... 19... with an endorsement certifying the day on which and the manner in which it has been executed, or the reason why it has not been executed.

Given under my hand and the seal of the Court this ..... day of ..... 19...

Judge or Registrar.

FORM No. 117

(See Rule 257)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Warrant of committal*

To

The Officer in charge of the Jail,

..... Jail .....,

.....

Whereas A. B., whose attendance is required before this Court for being examined under Section 477/478, has been arrested and brought before the Court in custody, and whereas the Court called upon the said ..... to give security for his appearance before the Court for his being examined under Section 477/478, and the said A.B., has failed to do so,

This is to require you to receive the said A. B., into your custody in the civil prison and produce him before this Court at ..... o'clock in the ..... noon on the ..... day of ..... 19..., and on such other day or days as may hereinafter be ordered.

Dated this ..... day of ..... 19...

Judge or Registrar.

FORM No. 118

(See Rule 257)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Order to liberate prisoner on his finding bail*

Upon the application by summons dated ..... 19..., of A. B., now a prisoner in civil prison in the Government Jail at

....., who was arrested by warrant of this Court dated ..... 19..., pursuant to the order of this Court dated ..... 19..., and upon hearing Shri ..... , advocate for the applicant, and the Official Liquidator of the above-named company, and upon reading the order to wind up, etc., etc., and the said A. B., by his counsel undertaking to attend before the Judge (or Master etc.,) on ..... day the ..... day of ..... 19..., at ..... o'clock in the ..... noon for being examined pursuant to the said order dated ..... 19..., and at any adjournments of the said examination,

IT IS ORDERED that upon payment into this Court by the said A. B., of Rs. .... [or upon the said A. B., furnishing two sureties for Rs. .... each to the satisfaction (of the Register) of this Court for his due appearance before this Court], the Officer in charge of the Government Jail at ..... , do discharge the said A. B., out of his custody under the said warrant dated ..... 19...

Dated this ..... day of ..... 19...

(By the Court)

Judge or Registrar.

---

FORM No. 119

(See Rule 258)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Requisition to Court in whose jurisdiction a person against whom a warrant of arrest has been issued is believed to be*

Whereas the warrant of arrest hereto annexed has been issued by this Court against the person named therein, namely ..... of ..... , under the provisions of the Companies Act, 1956, and the Companies (Court) Rules, 1959, and

Whereas he is outside the ordinary jurisdiction of this Court and is believed to be within the jurisdiction of the District Court of .... (or, the Court of Small Causes at Bombay, Calcutta or Madras, as the case may be),

These are to request you to cause the said warrant to be executed within the ordinary jurisdiction of your Court.

You are further requested to return this warrant on or before ..... 19... with an endorsement certifying the day on which and the manner in which it has been executed, or the reason why it has not been executed.



Should the said person on being produced before you, furnish security to your satisfaction in a sum of Rs. .... for his due appearance before this Court for examination under Section 477/478 on such dates and such times as may be intimated to him by this Court, the said person may be released on such security.

Dated this ..... day of ..... 19...

Seal of the Court from which  
the warrant was originally  
issued.

Judge or Registrar.

Enclosure: Warrant.

To

The District Judge,  
District Court of .....  
[or Chief Judge, Court of Small Causes, Bombay, Calcutta  
or Madras, as the case may be]

FORM No. 120

(See Rule 260)

[Heading as in Form No. 1]

Application No. .... of 19 ..

[in Company Petition No. .... of 19 ..]

[Official] Liquidator of the company

[or A. B., a creditor or contribu-  
tory as the case may be]

— Applicant

versus

..... — Respondents

(Summons under Section 542(1))

Let all parties attend the sitting Judge in Chambers on .....  
..... day the ..... day of ..... 19.., at .....  
o'clock in the ..... noon on the hearing of an application under  
Section 542(1) on the part of the [Official] Liquidator of the com-  
pany aforesaid [or, A. B., of ..... a creditor/ contribu-  
tory of the said company] for the following declarations and orders:—

1. A declaration that the business of the said company was carried  
on from the ..... 19.. to the ..... 19..  
(the date of the commencement of the winding-up of the company),  
with intent to defraud creditors and for other fraudulent purposes by  
reason of the fact that [Here set out the facts showing the fraudulent  
purposes, e.g., that the company continued to trade and to obtain

goods on credit and to incur other liabilities without any means or prospect of being able to pay or provide for payment thereof, and further for the purpose of increasing the amount of assets available for distribution among the debenture holders, including the respondent C. D., etc., or, as the case may be] and that the respondents as the ..... of the company were knowingly parties to the carrying on of the business of the said company in the manner aforesaid.

2. A declaration that the respondents ..... (Names) .... shall be personally responsible, without any limitation of liability, for all the debts or other liabilities of the company.

3. A declaration that the said respondents are jointly and severally liable to pay to the [Official] Liquidator sums amounting to Rs. .... being the amount of debts owing by the company in respect of goods supplied to or services rendered to or other liabilities incurred by the said company during the period aforesaid or such part of the said sums as to the Court shall seem fit after due inquiry.

4. An order for payment to the [Official] Liquidator by the said respondents of the said sum of Rs. .... or such other sum as to the Court shall seem fit.

5. An order that for the purpose of giving effect to the foregoing declarations, the liability of the respondent ..... (name) shall constitute a first charge on [Here set out the debt, mortgage or interest of the respondent on which the charge is created under Section 542(2) (b) ], [and that the liability of the respondent C. D., thereunder shall be and constitute a first charge on the debenture issued by the said company to him, and the money secured thereby].

6. An order that the respondents do pay to the applicant costs of and incidental to this application.

7. Such other order in the premises as the Court shall think fit to make.

Dated this ..... day of ..... 19...

Registrar.

This summons was taken out by Shri ....., advocate for the applicant.

To

..... ((respondents))

.....

Note.—If you do not attend, either in person or by your advocate, at the time and place above-mentioned, such order will be made and proceedings taken as the Judge may think just and expedient.

## FORM No. 121

(See Rule 260)

[Heading as in Form No. 1]

Application No. .... of 19...

[in Company Petition No. .... of 19...]

[Official] Liquidator of .....

company Ltd.,

or,

— Applicant

[A. B., a creditor/contributory of  
the said company]

versus

..... — Respondents

*Summons under Section 543(1)*

Let all parties attend the sitting Judge in Chambers on .....  
 ..... day the ..... day of ..... 19.., at  
 ..... o'clock in the ..... noon on the hearing of an  
 application under Section 543(1) on the part of the [Official] Liquidator  
 of the company aforesaid [or A. B., a creditor/contributory of the  
 above company] for —

1. A declaration that the respondents, the .....  
 (promoters, directors, managing agents, etc., as the case may be)  
 of the above company had misapplied, retained or become liable or  
 accountable for the money or property of the company, or were guilty  
 of misfeasance and breach of trust in relation to the said company  
 in [here set out briefly the ground on which the declaration is sought,  
 e.g., paying to the shareholders dividend out of capital in respect of  
 the financial year ....., or lending without consideration  
 and without taking any security Rs. .... of the said company  
 to ..... on ..... 19.., whereby the same be-  
 came wholly lost to the said company on the adjudication of the said  
 ..... as insolvent on ..... 19.., or as  
 the case may be].

2. An order that all necessary inquiries be made and accounts  
 taken for ascertaining what sums the respondents are liable to contri-  
 bute to the assets of the said company by way of compensation for  
 such misfeasance and breach of trust as aforesaid.

3. An order that the respondents do jointly and severally contri-  
 bute to the assets of the said company and do pay to the [Official]  
 Liquidator of the said company all such sums as they may be found  
 liable to contribute to such assets together with interest on such sums  
 at the rate of ..... per cent per annum as from the several dates  
 when the said sums were respectively wrongfully paid away until  
 the date of repayment.

4. An order that the said respondents do pay the costs of and incidental to this application.

5. Such other order as in the premises, the Court shall think fit to make.

Dated this ..... day of ..... 19...

Advocate for applicant.

Registrar.

[This summons was taken out by Shri ..... ,  
advocate for the applicant.]

To

..... (respondents)

.....

Note.—If you do not attend, either in person or by your advocate, at the time and place above-mentioned, such order will be made and proceedings taken as the Judge may think just and expedient.

FORM No. 122

(See Rule 261)

[Heading as in Form No. 1]

Application No. .... of 19 ..

[in Company Petition No. .... of 19 ..]

..... —Applicant

*versus*

..... —Respondent

*Points of claim under Section 542(1)*

1. The above-named company [hereinafter called 'the company'] was incorporated on the .....19..., with a capital of Rs. .... divided into ..... shares of Rs. .... each, of which ..... shares were at all material times issued and fully paid.

2. By an order made on the .....19..., the company was ordered to be wound-up by the Court [or, as the case may be].

3. The company is insolvent and the estimated deficiency according to [the statement of affairs] is Rs. ....

The respondent was a director/managing agent, etc., of the said company (state the position occupied by the respondent in the company and the period during which he occupied such position, and the salary paid to him).

5. Etc. [Set out in separate paragraphs, as may be necessary, the nature of the business of the company, the way in which it was carried

**on and the facts showing that the business was conducted fraudulently and that the respondent was knowingly a party to the same.]**

The Official Liquidator/Liquidator/A.B., the applicant claims:—

- (1) A declaration that the respondent is liable without any limitation of liability for all the debts of the company amounting to the sum of Rs. ....
- (2) If necessary, an account of the debts of the company.
- (3) Payment by the respondent of the said sum of Rs. .... or other sum for which he may be found responsible on the taking of accounts.
- (4) Costs.
- (5) Further or other relief.

*Applicant.*

Delivered the ..... day of ..... 19 , by.....  
Advocate for the applicant.

FORM No. 123

(See Rule 261)

[Heading as in Form No. 1]

Application No. .... of 19 .

[in Company Petition No. .... of 19, .]

..... —Applicant

*versus*

.....—Respondents

*Points of claim under Section 543(1)*

1. The above-named company (hereinafter called 'the company') was incorporated on the ..... 19 , with a capital of Rs. .... divided into ..... shares of Rs. .... each, of which ..... shares were at all material times issued and stood credited in the books of the company as fully paid.

2. By an order dated the ..... 19 , the company was ordered to be wound-up by the Court [or, as the case may be].

3. The respondents were at all material times [state the position occupied by each of them, e.g., promoter, past or present director, managing agent, secretaries and treasurers, manager, liquidator or officer of the company].

4. etc. [Set out in separate paragraphs as may be necessary the main facts showing the misfeasance or breach of trust committed by each of the respondents and the amounts which they are jointly and severally liable to make good to the company in consequence of such misfeasance or breach of trust]

And the Official Liquidator/Liquidator/A.B., the applicant claims:—

- (1) A declaration that the respondents and each of them as past (or present) directors (or, as the case may be) as aforesaid, have been guilty of misfeasance and breach of trust in relation to the company as aforesaid.
- (2) An order that the respondents and each of them do repay to the [Official] Liquidator of the said company the said sums, together with interest at the rate of ..... per cent per annum from ..... 19 , down to the date of payment.
- (3) Costs.
- (4) Further or other relief.

*Applicant.*

Delivered the ..... day of ..... 19 , by.....

FORM No. 124

(See Rule 263)

[Heading as in Form No. 1]

"Company Petition No. .... of 19 ..

*Notice to Liquidator to elect whether he will disclaim*

I, the undersigned, give you notice that the above-named company was, at the time of the making of the winding-up order herein (or at the time of the passing of the resolution for winding-up), the lessee of the property described in the schedule hereto [or as the case may be], and I, as lessor of the said property [or as the case may be], hereby require you pursuant to the provisions of Section 535(4) of the Companies Act, 1956, within 28 days after the receipt of this notice to decide whether you will disclaim the said lease [or as the case may be], and if you decide to disclaim as aforesaid, to give me notice within the said 28 days of your intention to apply to the Court for leave to disclaim accordingly\*\*.

Dated this ..... day of ..... 19 ..

(Signature)

Address:

(Lessor or advocate for the lessor, or as the case may be)

To

The (Official) Liquidator of  
..... Co., Ltd., (in liquidation)

#### SCHEDULE

Here set out particulars of the property, lease, contract, etc.

\*Title to be suitably modified in the case of a voluntary winding-up.

\*\*In the case of a contract, add at the end "and also disclaim the contract within the said period"

FORM No. 125

(See Rule 263)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

*Notice by Liquidator of intention to apply to Court for leave to disclaim*

Take notice that I intend to apply to the Court for leave to disclaim [here specify the property, lease, contract etc., with short particulars and the interest of the company therein sought to be disclaimed] referred to in the notice given by you to me as the Liquidator of the above-named company.

(Signature)

(Official) Liquidator of the said company

To

.....  
.....

FORM No. 126

(See Rule 263)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

Application No. .... of 19 ..

(Official) Liquidator of the said company—*Applicant*

*Summons for extension of time for giving notice of intention to apply for leave to disclaim*

Let all parties concerned attend the sitting Judge in Chambers on the ..... day of ..... 19 .., on the hearing of an application by the applicant herein for an order that the applicant as the (Official) Liquidator of the above-named company may be at liberty within ..... days of the order to be made herein to give notice to ..... of ..... of his intention to apply to the Court for leave to disclaim [here specify the property, lease or contract etc. and the interest of the company therein to be disclaimed, with short particulars thereof].

Dated this ..... day of ..... 19 ..

(Official) Liquidator

*Registrar.*

This summons was taken out by the (Official) Liquidator of the above-named company.

To

(Insert names of persons to be served, if any)

## FORM No. 127

(See Rule 263)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

Before the Hon'ble Mr. Justice .....  
(or as the case may be)

*Order extending time for disclaimer*

Upon the application of etc.

IT IS ORDERED that the applicant, as such Liquidator, be and is hereby allowed a further period of ..... days from the ..... 19 .., within which he may give notice to ..... of his intention to apply to the Court for leave to disclaim the [here specify the property, lease, contract etc., with short particulars and the interest of the company therein which is to be disclaimed].

Dated this ..... day of ..... 19 ..

(By the Court)

*Registrar.*

## FORM No. 128

(See Rule 263)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

*Notice of interest in property sought to be disclaimed***To****The (Official) Liquidator etc.**

Take notice that I, the undersigned, claim to be interested in [specify the property, lease, contract etc., with short particulars] which is sought to be disclaimed by you. and that the nature of my interest therein is as follows:

\* \* \* \* \*

(Signature)

Address:



## FORM No. 129

(See Rule 263)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

Application No. .... of 19 ..

(Official) Liquidator of the said company—*Applicant**Summons for leave to disclaim*

Let all parties concerned attend the sitting Judge in Chambers on the ..... day of ..... 19 .., at ..... o'clock in the ..... noon, on the hearing of an application of the (Official) Liquidator of the above-named company for an order pursuant to Section 535 of the Companies Act, 1956, that the said Liquidator [notwithstanding that the time limited thereof by Section 535(1) has expired\*] may be at liberty to disclaim [here specify property, lease, contract etc., with short particulars and the interest of the company therein sought to be disclaimed] and that the costs of the application may be provided for.

Dated this .. .. day of ..... 19 ..

Liquidator of the said Company.

*Registrar.*

NOTE: On the hearing, the Summons will be adjourned for notice to interested parties.

\*To be included where the time has expired.

## FORM No. 130

(See Rule 263)

[Heading as in Form No. 1]

Company Petition No. .... of 19.. .

Application No. .... of 19.. .

(Official) Liquidator of the said company—*Applicant**Affidavit in support of summons for leave to disclaim a lease*

I, the (Official) Liquidator of the said company, do solemnly affirm and say as follows:—

1. The above-named company (hereinafter referred to as the company) was ordered to be wound-up by this Court by order dated ..... 19.. (or the above-named company resolved

by a resolution passed on ..... that it should be wound-up voluntarily, and I was appointed Liquidator for the purpose of the winding-up).

2. By a lease dated the ..... day of ..... 19.., made between ..... of the one part and the company of the other part, the said ..... demised unto the company all that (specify shortly the premises leased and the rent, mentioning any special covenants). The said lease\* is now produced and shown to me marked 'A'.

3. The premises so demised to the company were used by them for the purposes of (specify what) but have not been occupied or used by the company since the month of ..... 19.., (etc., as the case may be) nor are there any goods and chattels of the company thereon.

4. I have/have not endeavoured to sell the said lease. Having regard to the rent payable and the terms thereof, the lease is not a profitable one. I have/have not entered into possession of the premises thereby demised or exercised any act of ownership in relation thereto (or as the case may be).

5. The said lease is of no benefit to the company, its creditors or shareholders, and to the best of my knowledge, information and belief there are no persons interested in the said lease except the company and ..... the lessors as aforesaid (*or*, as the case may be, and state any advantages sought to be attained by the disclaimer, how it would affect other people, etc.).

6. (If the 'disclaimer' is out of time, facts in explanation on which the Court may be properly asked to extend the time should be stated)

7. [On the ..... 19.., I received a notice from .. . of .. ., requiring me to say whether or not it was my intention to disclaim the said contract. The notice is hereto annexed, marked ..... On the ..... day of ..... 19.., within 28 days of the receipt of the said notice (*or* if the Court has extended the time, add, by leave of the Court notwithstanding that 28 days had elapsed since the receipt by me of the said notice) I gave notice to the said ..... of my intention to make this application to the Court. A copy of the said notice is hereto annexed and marked .....]

8. The assets of the company are insufficient to meet the claims of the creditors (*or* as the case may be).

9. In these circumstances, I ask for leave to disclaim the said lease, and the said ..... should be allowed to prove for the loss suffered by reason of the said disclaimer along with the other creditors.

Solemnly affirmed etc.

Liquidator.

NOTE.—The original or a certified copy of the lease to be produced.

## FORM No. 131

(See Rule 266)

[Heading as in Form No. 1]

Company Petition No. .... of 19.. .

*Notice to parties interested in the property in respect of which  
the application to disclaim is made*

Notice is hereby given that on an application to the Court by me as (Official) Liquidator of the above-named company for leave to disclaim a lease to the above-named company dated ..... 19... etc., (or as the case may be), the Court adjourned the matter until the ..... day of ..... 19... for notice to be given to you.

If you desire to be heard on the said application, you should attend the adjourned hearing before the Court on ..... day the ..... day of ..... 19... at ..... o'clock in the ..... noon either in person or by advocate.

Any affidavit that you intend to use in opposition should be filed in Court and a copy thereof served on me not later than 2 days before the date of the adjourned hearing.

A copy of the summons and a copy of my affidavit filed in support thereof are sent herewith.

(Signature)

Liquidator.

To

.....  
.....

## FORM No. 132

(See Rule 267)

[Heading as in Form No. 1]

Company Petition No. .... of 19,

Application No. .... of 19 .

(Official) Liquidator of the said company—Applicant

Before the Hon'ble Mr. Justice .....  
(or as the case may be)

*Order giving leave to disclaim*

Upon the application by summons dated ..... 19...., of the (Official) Liquidator of the above-named company, and upon hearing the applicant in person (or Shri .....

advocate for the applicant) [and the advocate for.....  
 (party interested) or no one appearing for or on behalf of.....  
 ..... a party interested although he has been duly served with notice  
 of the said application pursuant to the directions of the Court as ap-  
 pears by the affidavit of..... filed on.....  
 19....], and upon reading the order to wind-up the said company  
 dated the..... 19...., [or on persuing the resolution of  
 the company for voluntary winding-up dated.....  
 19....], the affidavit of..... filed the .....  
 19...., and the affidavit of..... filed the.....  
 19...., and the exhibits in the said affidavits respectively referred to  
 [Exhibit..... to the first mentioned affidavit being the contract  
 or lease or as the case may be].\*

IT IS ORDERED that the (Official) Liquidator of the said com-  
 pany, the applicant, be at liberty, on or before.....  
 19.... to disclaim the contract (or the lease, or the shares or other  
 property as the case may be) dated..... 19....,  
 made between .. of the one part, and the said com-  
 pany of the other part, whereby (set out in brief the nature of the  
 contract or the lease or the shares or other property as the case may  
 be) particulars of which are set out in the schedule hereto, upon the  
 following terms, namely,

[Here set out the terms and conditions if any subject to which  
 leave to disclaim has been granted.]

*Schedule above referred to*

[Here set out the particulars of the property disclaimed e.g., con-  
 tract or lease dated..... 19...., made between etc.  
 or shares of the face value of Rs..... in.....  
 of which Rs. .... are paid up etc. (or as the case may be).]

Dated this .....day of.....19....

(By the Court)

Registrar

\*NOTE.—Where the Court has made an order extending the time, that  
 order should also be mentioned in the preamble to this order.

FORM No. 133

(See Rule 268)

[Heading as in Form No. 1]

Company Petition No..... of 19....

*Disclaimer of lease\**

Persuant to an order of the Court dated the.....day of  
 ..... 19....

I, the undersigned, the (Official) Liquidator of the above-named  
 company, hereby disclaim all interest in the lease dated.....

\*The form to be suitably altered in the case of property other than lease.

19..., whereby the premises (here insert description of the property disclaimed) were demised to.....at a rent of Rs..... per annum (or per mensem) for a term of..... years.

Notice of this disclaimer has been given to .....

Dated this .....day of.....19....

(Official) Liquidator.

FORM No. 134

(See Rule 268)

[Heading as in Form No. 1]

Company Petition No..... of 19....

*Notice of disclaimer of lease\**

Take notice that pursuant to an order of the Court, dated the .....day of..... 19..., I, the undersigned, the (Official) Liquidator of the above-named company, by writing under my hand bearing date the .....day of .....19.... disclaimed all interest in the lease dated the..... day of ..... 19..., whereby the premises (here insert description of property disclaimed) were demised to..... at a rent of Rs. .... per annum (or per mensem) for a term of..... years.

The above-mentioned disclaimer was filed in Court on the..... day of ..... 19...,

Dated this..... day of..... 19

(Official) Liquidator.

\*Form to be suitably altered in the case of property other than lease.

FORM No. 135

(See Rule 269)

[Heading as in Form No. 1]

Company Petition No..... of 19....

Application No..... of 19....

A. B.—Applicant

C. D.—Respondent

*Order requiring parties interested in disclaimed lease to apply for vesting order or to be excluded from all interest in the leasehold premises*

1. Whereas it appears by the affidavit of ..... and the affidavit of..... filed respectively in the

above matter on ..... 19...., and ..... 19...., that:—

- (a) By a lease dated the ..... 19...., and made between A. B., the applicant herein of the one part and the above-named company (hereinafter called 'the company') of the other part, the premises comprising ..... (give particulars) were demised unto the company for a term of ..... years from ..... 19...., at a rental of Rs. .... per annum (*or per mensem*);
- (b) By a sub-lease dated the ..... 19...., made between the company of the one part and C. D., the respondent of the other part, in consideration of the payment therein made and the covenants and conditions therein named, the company demised (part\* of) the said premises to the said C. D. [*or* By a mortgage or charge dated ..... 19...., and duly registered with the Registrar of Companies the company charged the said premises to secure the repayment of a sum of Rs. .... together with interest at ..... per cent per annum in favour of the said C. D.].

2. And whereas on the ..... 19...., an order was made for the winding-up of the company by Court or the company resolved to be wound-up voluntarily and Shri. .... was appointed liquidator for purposes of windin-up);

3. And whereas the (Official) Liquidator of the said company was by order dated ..... 19...., given leave to disclaim the said lease;

4. And whereas the said (Official) Liquidator of the above-named company on the ..... 19...., gave notice of his intention to disclaim the said lease, and by writing under his hand dated ..... 19...., disclaimed the said lease, and filed such disclaimer in these proceedings on the ..... 19...., and served notice thereof on or about the ..... 19...., on the said A. B., the applicant;

Now upon the application by summons dated ..... 19...., of the said A. B., of ..... for an order that the respondent C. D., do elect whether he will or will not take a vesting order of the disclaimed property comprised in the said lease, being ..... (give particulars of the property);

This Court doth order that unless the said respondent C. D., within 14 days after the service of this order on him applies for a vesting

---

\*If different parts have been sub-leased to different persons, repeat the provision to cover all such sub-leases.

order of the said lease subject to the same liabilities and obligations as those to which the company was subject under the lease in respect of the property on..... 19....., the date of the commencement of the winding-up (or subject to the same liabilities and obligations as if the said lease had been assigned to him on..... 19....., the date of the commencement of the winding-up of the said company) the said C. D., be excluded from all interest in and security upon the said premises.

That this summons do stand adjourned for further orders to....  
.....19....., for service of this order on the said C. D.

Dated this..... day of..... 19 ..

(By the Court)

Registrar.

FORM No. 136

(See Rule 269)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

Application No. .... of 19 ..

A. B. — Applicant

C. D. — Respondent

Before the Hon'ble Mr. Justice .....  
(or as the case may be)

Dated: .....

*Order vesting lease and excluding persons who have not elected*

(1) to (4) as in Form No. 135.

5. And whereas upon the hearing of this application by summons of the said A. B., for an order that the respondent C. D., do elect whether or not he will take a vesting order of the disclaimed property comprised in the said lease, the Court on ..... 19 .. ordered that unless the said respondent C. D., within 14 days after the service of the said order on him applied for a vesting order of the said lease subject to the conditions mentioned in the said order, the said C. D. be excluded from all interest in and security upon the said premises.

6. And whereas the said order was duly served on the said C. D., as appears from the affidavit of .....  
filed ..... 19 ..

7. And whereas the said C. D., has not applied or intimated his intention to apply for a vesting order within the time limited by the said order [\*or the said C. D., has applied for a vesting order of the said lease.]

Upon hearing, etc., and upon reading etc., THIS COURT DOTH ORDER:

1. That the said C. D., be and is hereby excluded from all interest in and security upon the premises aforesaid [and that the property do vest in .....].

[or That the company's interest in the premises ..... more particularly described in the lease deed dated ..... 19 ..... do vest in C. D., the respondent herein, for the residue of the term of ..... years demised by the said lease, subject to the same liabilities and obligations as those to which the company was subject under the lease in respect of the property at the commencement of the winding-up (or subject only to the same liabilities and obligations as if the lease had been assigned to that person on ..... 19 , the date of the commencement of the winding-up.)]

Dated this ..... day of ..... 19 .

(By the Court)

Registrar.

\*Where such an application for a vesting order is made, the application should be included in the cause-title.

### FORM NO. 137

(See Rule 276)

[Heading as in Form No. 1]

Company Petition No. .... of 19 .

#### *Advertisement as to declaration of dividend*

Notice is hereby given that a\* ..... dividend of ..... naye Paise in the rupee has been declared and that the same will be payable on the ..... day of ..... 19 , and on the subsequent working days up to the ..... day of ..... 19 , at the office of the Official Liquidator.

Every person entitled to participate in this dividend will receive a notice to that effect and no payment will be made except upon production of such notice.

Official Liquidator.

---

\*Insert here 'first' or 'second' or 'final' as the case may be.



## FORM No. 138

(See Rule 276)

[Heading as in Form No. 1]

Company Petition No. .... of 19 .

*Notice of dividend*

(Please bring this dividend notice with you)

Dividend of ..... naye Paise in the rupee

To

.....(Name)

.....(Address)

Take notice that a\* ..... dividend of ..... naye Paise in the rupee has been declared. The amount payable to you is Rs. ...., and the same will be payable at my office on the ..... day of ..... 19 , and on the subsequent working days up to the ..... day of ..... 19 , between the hours of .....

Upon applying for payment this notice must be produced entire with any bills of exchange, promissory notes or any other negotiable securities held by you. If you desire the dividend to be paid to some other person, you may sign and lodge with the Official Liquidator an authority in the prescribed form (Form No. 139). If you do not attend personally you must fill up and sign the enclosed forms of Receipt and Authority.

Dated at .....

this ..... day of .....

..... 19 .

Official Liquidator.

NOTE.—1. The receipt and authority should, in the case of a firm be signed in the firm's name, and in the case of a limited company, by an officer of the company so described.

2. If you do not claim the dividend, declared and payable as above, within six months after the date when it became payable, the Official Liquidator shall pay the said amount into the Companies Liquidation Account in the public account of India in the Reserve Bank of India, under Section 553(1) of the Companies Act, 1956.

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\*Insert here 'first' or 'second' or 'final' as the case may be.

**Enclosures:****Receipt**

[Heading as in Form No. 1]

Address:

Date:

RECEIVED from the Official Liquidator of the above company the sum of Rs. .... being the amount payable to me/us in respect of the..... dividend of ..... naye Paise in the rupee.

Rs. ..../-

Payee's signature.

*Authority for delivery*

[Heading as in Form No. 1]

Address:

Date:

Sir,

Please deliver to the bearer ..... (name of bearer) [or send to me by cheque by post or by postal money order, at my expense and risk] the† ..... dividend of Rs. .... payable to me.

Rs. ..../-

Payee's signature.

To

The Official Liquidator of ..... (company),

.....

\*NOTE.—This is an authority only to deliver the dividend (the cheque or the amount as the case may be), and not to make it payable to another person, for which Form No. 139 should be used.

†Insert here 'first' or 'second' or 'final' as the case may be.

**FORM NO. 139**

(See Rule 277)

[Heading as in Form No. 1]

Company Petition No. .... of 19 ..

*Authority to Official Liquidator to pay dividend to another person*

Address:

Date:

Sir,

I hereby authorise and request you to pay the dividend referred to in the enclosed notice to ..... of .....

..... (a specimen of whose signature is given below) whose receipt shall be a sufficient discharge.

Signature

Witnesses to the signature of .....

1. .... (signature)  
..... (occupation)  
..... (address)
2. .... (signature)  
..... (occupation)  
..... (address)

Specimen signature of person appointed as above

.....

(specimen)

*Witness to specimen signature:*

..... (signature)  
..... (occupation)  
..... (address)

Dated the ..... day of ..... 19 .. ,

\_\_\_\_\_

**FORM**

(See Rule

(Heading as in

*Schedule of contributories to*

Number is as in settled list	Name of con- tributory as in settled list	Address	Number of shares held as per settled list	Total amount called up Rs. nP.	Total amount paid up Rs. nP.
1	2	3	4	5	6

**Note :** Where the Articles provide that the amount divisible among the members sought to have been paid up at the date of the winding-up, or contain any other should be added showing the amount called up and the amount paid up at such facts as may be requisite.

No. 140

279)

Form No. 1)

*whom return is to be paid*

Arrears of calls at date of return  Rs. nP.	Previous re- turn of capi- tal appropri- ated by Liqui- dator for arrears of calls Rs. nP.	Amount of return payable at.. per share  Rs. nP.	Net return payable  Rs. nP.	Date and par- ticulars of transfer of interest or other variation in list	Remarks
7	8	9	10	11	12

or any class of members shall be divisible in proportion to the amount paid up or which provision which will necessitate further information before a return can be made, columns date in respect of shares than held by such members or class or members or such other

## FORM NO. 141

(See Rule 279)

[Heading as in Form No. 1]

Company Petition No. .... of 19.....

*Notice of return to contributories***To**

.....

.....

Notice is hereby given that a first/second/final return of ..... per share has been declared. The amount payable to you is Rs. .... and the same will be payable at my office on the ..... day of ..... 19...., and the subsequent working days up to the ..... day of ..... 19.., between the hours of .....

Upon applying for payment, this notice must be produced entire together with the share certificate. If you do not attend personally you must forward the share certificate and fill up and sign the enclosed forms of receipt and authority for delivery.

Dated: .....

Official Liquidator.

NOTE—The receipt should be signed by the contributory personally, or in the case of joint contributories, by each of them, and in the case of a limited company, by an officer of the company so described

*Enclosures:*

(1)

*Receipt*

[Heading as in Form No. 1]

RECEIVED from the Official Liquidator of the above company the sum of Rs. .... being the amount payable to me/us in respect of the First/second/final return of ..... per share held by me/us in the above company.

Rs. ....

(Signature/Signatures)

Dated: .....

Address:

## (2) Authority for delivery

[Heading as in Form No. 1]

Address:

date:

Sir,

Please deliver to the bearer ..... (name of bearer)  
[or send to me/us by cheque by post or by postal money order, at  
my/our expense and risk] the first/second/final return of Rs. ....  
payable to me/us.

Rs. ....

Payee's signature.

To

The Official Liquidator of ..... (company),  
.....

NOTE.—This is an authority only to deliver, and *not* to make the return payable to another person.

FORM No.

(See Rule

Register of

Company Petition No. .... of 19 .....

Name of the Company ..... (in Liquidation)

Date of presentation of petition for winding-up	Date of order, if any, appointing Provisional Liquidator	Date of winding-up order	Date of Communication to O.L. of orders in columns 2 & 3	Dates of taking possession of the books and papers and assets of the company	Date when notice, if any, was issued to officers of the company for submission of statement of affairs	Date of submission of statement of affairs
1	2	3	4	5	6	7

Date of filing of Preliminary report by O.L. under Sec. 455(1)	Date of application for directions under Rule 139, and Date of order on Application	If Committee of Inspection is appointed, date of appointment	Date of filing of further report by O.L. under Section 455(2) if any	Date of public examination, if any	Date of misfeasance summons against promoters and officers of company if any
8	9	10	11	12	13

Date fixed for filing proofs of claims against the company	Date of settlement of list of creditors	Date of filing provisional list of contributories	Date of settlement of final list of contributories	Dates and rates of calls made, if any	Dates of filing O.L.'s accounts into Court	Dates and rates of dividends (mention whether preferential or ordinary)	
14	15	16	17	18	19	20	
				Date	Rate	Date	Rate

Dates and rates of return of share capital	Dates of deposit of unclaimed dividends or undistributed assets under Section 535(1)	Date of order for dissolution of the company	Date of filing the order of dissolution with the Registrar of Companies	Date of deposit into the Reserve bank of India of unclaimed dividends or undistributed assets of the company under Section 535(2)	Date and manner of disposal of the books and papers of the company	Remarks
21	22	23	24	25	26	27
Date	Rate					



142-A

286)

*Liquidations*

Name of Petitioner.....

By advocate Shri .....

**Assets**

A. 1. Cash on hand .....

2. Balance with banks .....

3. Investments :

(a) Government Securities ....

(b) Other investments.....

B. *Immovable Properties*

*Serial number	Description of property	Estimated value
1	2	3

C. *Other Property*

*Serial number	Description of property	Estimated value
1	2	3

D. Approximate amount of debts and outstandings to be realised—Rs. ....

Approximate amount of debts and liabilities to be paid—Rs. ....

E. *Amount of debts and outstandings realised (give progressive total)*

After 6 months	After 12 months	After 18 months	After 24 months
1	2	3	4

F. *Costs and expenses in liquidation*

After 6 months	After 12 months	After 18 months	After 24 months
1	2	3	4

G. *Remarks :*

\*NOTE.—Where the properties are too many to be entered here, give reference to the Register of Assets and mention the number of items, and the total estimated value of the properties.

## FORM No. 142-B

(See Rule 286)

## Central Cash Book

(Cash Book of the Official Liquidator)

Receipts						Payments								
Date	Name of company	Particulars	Number of receipt	Amount				Date	Name of Company	Particulars	Number of voucher or chalan	Amount		
				Cash		Bank						Cash		Bank
				Rs.	nP.	Rs.	nP.					Rs.	nP.	Number of chequ
1	2	3	4	5	6	7	8	9	10	11	12	13		

*Instructions :*

1. This Register is common to all the liquidations administered by the Official Liquidator, and the day to day transactions of the Official Liquidator should be entered in this Register chronologically. Sufficient details should be entered under the column 'particulars' to show clearly the nature of the transaction, the person by whom or to whom the payment was made, and on what account it was made.
2. All cash and cheques received by the Official Liquidator should, upon their receipt, be entered on the Receipts Side under 'Cash' and 'Bank' respectively. When the cash collections are paid into the Bank by the Official Liquidator, an entry against cash on the Payments Side should be made, and a corresponding entry made under Bank on the Receipts Side. Where money is withdrawn from the Bank by cheque, the amount should be entered as a Payment under 'Bank' on the Payments Side and entered as a receipt under 'Cash' on the Receipts Side.
3. Where a cheque paid into the Bank is returned dishonoured, the entries previously made in the account in regard to it should be reversed by appropriate reverse entries.
4. Cash and cheques should be remitted into Bank under separate chalans, and remittances in respect of each company should be made under a separate chalan.

5. Vouchers for payments made by the Official Liquidator should be obtained at the time of making payment, and they should be numbered consecutively in a separate series for each half year. Receipts for payments made to the Official Liquidator should be issued out of a counterfoil receipt book, the leaves of which are machine numbered consecutively.
6. Where the Liquidator carries on a business, only the weekly totals of the Receipts and Payments on the trading account should be brought into the Central Cash Book and the Company's Cash Book from the books of the trading account.
7. Where dividends are paid to creditors, only the total amounts of the dividends paid each day must be entered in the Central Cash Book and the Company's Cash Book and the details of individual payments made should be entered in the Dividends Paid Register.
8. Cash Books should have their pages machine numbered. As far as possible no lines should be left blank, but if any space on a page of the Cash Book has to be left blank a diagonal line should be drawn to cancel the blank space, so that it may not be possible to make any subsequent entries therein. Interpolation of entries should be avoided, but when it becomes necessary to make any entries between two ruled lines or to make any additions to, or interpolation between, entries already made, such addition or interpolation should invariably be attested and dated by the Liquidator under his initials.
9. The Cash book should be balanced at the end of each day and the Cash and Bank Balances carried over to the following day. The Cash on hand should be verified daily by some responsible officer, and at least once a month by the Official Liquidator personally. A certificate of verification of Cash by actual count should be recorded in the Cash Book by the Officer verifying the Cash. The Cash Book should be closed monthly under the personal attestation of the Official Liquidator. The Bank balances should be reconciled with the Bank Statement at the end of each month, after taking into account factors arising out of cheques drawn but not cashed, or remittances made but adjusted in the Bank's Books in the accounts of a different month.
10. The total of the Cash and Bank Balances of all the companies should be tallied with the balances in the Central Cash Book once every month and a certificate should be recorded in the Register that the total of the balances in the individual companies' accounts agrees with the consolidated balance in the Central Cash Book.

## FORM No. 142-C

(See Rule 286)

*Company's Cash Book*

Company Petition No..... of 19....

Name of company.....(in liquidation).

Date	Particulars	Ledger Folio	Receipts				Payments				Balance		
			Receipt number	Cash	Bank	Total	Voucher number	Cash	Bank	Total	Cash	Bank	Total
1	2	3	4	5	6	7	8	9	10	11	12	13	14

*Instructions :*

1. There should be a separate Cash Book for each company.
2. The entries in the Cash Book should be posted from the receipts and vouchers relating to the company and checked with the corresponding entries in the Central Cash Book.
3. Under 'particulars', the head of account to which the entry relates should be indicated so that the entry may be posted under the proper head in the General Ledger.
4. The instructions regarding the filling up of Bank and Cash columns in the Central Cash Book apply in the case of this Cash Book also.
5. The total of the Cash and Bank balances of all the companies should be tallied with the balances in the Central Cash Book once every month.

## FORM No. 142-D

(See Rule 286)

General Ledger

Company Petition No. .... of 19....

Name of company..... (in liquidation).

.....(Head of account)

Date	Particulars	Dr.		Cr.		Balance	
		Rs.	nP.	Rs.	nP.	Rs.	nP.
1	2	3		4		5	

**Instructions :**

1. A General Ledger should be maintained for each company with such heads of account as the Official Liquidator may think necessary and appropriate. The following heads of account may be found suitable :—

- |   |  |
|---|--|
| (1) Property account                    | (9) Establishment                                |
| (2) Investments account                 | (10) Legal charges                               |
| (3) Book Debts & Outstandings account   | (11) Rents, Rates and Taxes                      |
| (4) Calls                               | (12) Fees and Commission account                 |
| (5) Rents Collected                     | (13) Other expenses                              |
| (6) Interest on Securities and Deposits | (14) Suspense account                            |
| (7) Advances received                   | (15) Secured creditors and Preferential payments |
| (8) Miscellaneous receipts              | (16) Dividend account                            |

2. The entries in the General Ledger should be posted from the Company's Cash Book.

3. The total of the debit balances and the total of the credit balances of the several heads of account in the General Ledger should agree, after taking into consideration the cash and bank balances as shown in the Company's Cash Book. The totals should be tallied once a month.

## FORM No. 142-E

(See Rule 286)

Cashier's Cash Book

Date	Particulars	Amount received		Amount paid		Balance	
		Rs.	nP.	Rs.	nP.	Rs.	nP.
1	2	3		4		5	
	Opening Balance	.	.	.	.	.	.
	Closing Balance	.	.	.	.	.	.

**Instructions**

The opening and closing balances should be struck for each day.

Under 'particulars', it should be shown by whom or to whom and on what account the payment is made.

The number of the chalan or receipt should also be given.

## FORM No. 142-F

(See Rule 286)

*Bank Ledger*

Official Liquidator's account with the Reserve Bank of India

Date	Particulars	Deposits		Withdrawals		Balance
		Chalan number	Rs. nP.	Cheque number	Rs. nP.	Rs. nP.
1	2	3	4	5	6	7

## FORM No. 142-G

(See Rule 286)

*Register of Assets*

Company Petition No..... of 19....

Name of company.....(in liquidation).

Serial number	Description of assets	Date of taking possession	Serial number of Sales Register	Date of sale	Date of realisation	Amount	Remarks
1	2	3	4	5	6	7	8

*Instructions :*

All the property of the company except the Liquidator's investments in securities and outstandings to be realised should be entered in this Register.

## FORM No. 142-H

(See Rule 286)

*Securities and Investment Register*

Serial number	Company Petition number and name of the company	Date of investment	Nature and parti- culars of security in which investment is made	Amount invested	Dividend or interest received with date of receipt	Date of disposal	Remarks
1	2	3	4	5	6	7	8

## FORM No. 142-I

(See Rule 286)

*Register of Book-Debts and Outstandings*  
(Debtors' Ledger)

Company Petition No..... of 19....

Name of Company.....(in liquidation).

Serial number	Name and address of debtor	Particulars of debt	Amount due	Date of bar by limitation
1	2	3	4	5

Action taken	Amount realised	Date of realisation	Reference to Suits Register	Remarks
6	7	8	9	10

**Instructions :**

All debts due to the company, both secured and unsecured, including amounts due for arrears of calls made prior to the winding-up, should be entered in this Register.

## FORM No. 142-J

(See Rule 286)

*Tenants Ledger*

Company Petition No..... of 19.....

Name of Company.....(in liquidation)

- |                                 |   |
|---------------------------------|---|
| 1. Description of property :    | 5. Rent (monthly or annual) :                     |
| 2. Name and address of tenant : | 6. Special terms if any :                         |
| 3. Date of tenancy :            | 7. Arrears on date of taking charge of property : |
| 4. Period of tenancy :          | 8. Advance received if any :                      |

19....	Demand	Realisation	Balance	Remarks
Month	Amount Rs. nP.	Date	Amount Rs. nP.	Amount Rs. nP.
1	2	3	4	5
				6

January .

February .  
etc.

## FORM No. 142-K

(See Rule 286)

*Suits Register*

Company Petition No. .... of 19....

Name of company ..... (in liquidation)

Serial number	Number of suit or appeal and Court	Name and address of plaintiff/appellant and his advocate	Name and address of defendant/respondent and his advocate	Amount of claim	Date of filing	Dates of hearing
1	2	3	4	5	6	7

Date of decree or final order	Nature of relief granted	Amount decreed	Costs decreed	Reference to Decree Register	Remarks
8	9	10	11	12	13

*Instructions :*

1. A single register may be maintained for all the companies in liquidation, but the register should be maintained company-wise, sufficient number of pages being allotted to each company.
2. Applications made by or against the company which are in the nature of suits should also be entered in this Register.

## FORM No. 142-L

(See Rule 286)

*Decree Register*

Company Petition number and name of company	Number of suit or appeal and Court	Name and address of judgement-debtor	Amount decreed	Date of decree	Action taken	Amount realised	Date of realisation	Reference to Suits Register
1	2	3	4	5	6	7	8	9

*Instructions :*

1. This Register is common to all the liquidations, the purpose of the Register being to enable the Official Liquidator to keep watch on the progress of the realisation of decrees in favour of the companies in his charge.
2. Every decree or order for payment of money or delivery of property in favour of the company including an order for payment of costs whether made in a suit, appeal or application, should be entered in this Register.



## FORM No. 142-M

(See Rule 286)

## SALES REGISTER

Sl. No.	Company Petition number and name of company	Serial number of Assets Register	Description of property	Estimated value	Date of sale	Method of sale (public or private)	Name and address of purchaser	Highest bid	Sale price & date of confirmation
1	2	3	4	5	6	7	8	9	10

Advance received with date	Interest realised if any	Balance realised			Costs of sale			Amount paid or adjusted against mortgage, if any	Date of payment or adjustment	Remarks
		Date	Rs.	pP.	Nature of expenditure	Rs.	pP.			
11	12	13				14		15	16	17

**Instructions :**

This Register is common to all the liquidations administered by the Official Liquidator, and entries in this Register should be made as and when sales of property are held.

## FORM No. 142-N

(See Rule 286)

## REGISTER OF CLAIMS AND DIVIDENDS

Company, Petition No.....of 19 .

Name of company .....(in liquidation)

Claims						Dividends declared and paid									Remarks
Serial Num ber	Name and address of creditor	Amount claimed	Nature of claim	Amount admitted	Whether ordinary or prefer- ential	1			2			3			
						Rate	Amount	Date and mode of payment	Rate	Amount	Date and mode of payment	Rate	Amount	Date and mode of payment	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16

*Instructions :*

1. Only claims admitted either wholly or in part should be entered in this Register.
2. The page on the left side should be reserved for claims and the page on the right side for Dividends.

**FORM No. 142-O**

(See Rule 286)

**CONTRIBUTORIES' LEDGER**

Company Petition No.....of 19 .

Name of company.....(in liquidation)

Serial num- ber	Name and ad- dress of contri- butory	Number of shares or extent of inte- rest held, and amount paid thereon	Calls			Remarks	Returns of share-capital			Remarks
			First call		2nd call/3rd call/ (Repeat columns as under first call) 6 to 9		Rate of return	Date of payment	Amount paid	
			Date of call and amount called	Amount paid and date of payment						
1	2	3	4	5	6 to 9	10	11	12	13	14

**Instructions :**

Only contributories settled on the list should be entered in this Register and they should be entered in the same order as in the list.

**FORM No. 142-P**

(See Rule 286)

**DIVIDENDS PAID REGISTER**

Company Petition No.....of 19 .

Name of company.....(in liquidation)

Date on which dividend is payable :

Total dividend payable in respect of the declaration :

Date	Number on list of creditor	Particulars	Receipts	Payments
1	2	3	4	5

**Instructions:**

1. Separate pages should be set apart for preferential and ordinary dividends.

2. The payments should be entered as and when they are made. Any amount which is returned unpaid should be re-entered in the account under 'Receipts'.

3. The number in column 2 should be the number of the creditor in the list of creditors as finally settled.

4. The total amount of unclaimed dividends payable into the Reserve Bank of India, and the amount paid into the Bank with the date of payment, should be shown at the end of the account.

5. An account on similar lines should, if necessary, be maintained in respect of share capital returned to contributories.

**FORM No. 142-Q**

(See Rule 286)

**COMMISSION REGISTER**

[Register of fees credited to Government under Section 451(2)]

For the year ending 31st March 19 .

Company Name Petition of number Com- pany	For the half year ending 30th September, 19 .						For half year ending 31st March 19 .	
	Amount brought to credit on which fees are payable	Amount distribu- ted in or paid to contri- butions etc., on which fees are payable	Fees payable in the amounts in the two preceding columns	Fees, of any payable otherwise under order of Court	Total fees pay- able	Date of payment into Reserve Bank to credit of Central Govern- ment	Columns 9 to 14 (Repeat columns 3 to 8)	
1	2	3	4	5	6	7	8	9

**Instructions:—**

1. An entry should be made in this Register of every company that is wound-up, in which the Official Liquidator becomes or acts as Liquidator.
2. There should be a fresh opening for each year.
3. The fees due to Government under Section 451(2) for each half year should be entered in the Register as soon as the audit of the account for that half is completed.
4. In the case of a final account, the fees to be credited under Section 451(2), should be entered in the Register as soon as the final account is audited.

**FORM No. 142-R**

(See Rule 286)

**SUSPENSE REGISTER**

Company Petition No. .... of 19 .

Name of company ..... (in liquidation)

Date	Particulars	Debit	Credit	Balance
1	2	3	4	5

1. This Register should be kept company-wise.
2. Advances made by the Official Liquidator to any person or made to the Official Liquidator by any person should be entered in this Register.
3. There should be a separate opening for each person.

**FORM No. 143-S**

(See Rule 286)

**DOCUMENTS REGISTER**

Company Petition No.....of 19 .

Name of company.....(in liquidation)

Serial number	Description of document	Date of receipt	From whom received	Reference number of shelf in which document is kept	How disposed of	Remarks
1	2	3	4	5	6	7

**Instructions:—**

All documents of title like title-deeds, shares, promissory notes etc. should be entered in this Register.

**FORM No. 142-T**

(See Rule 286)

**BOOKS REGISTER**

Company Petition No.....of 19 .

Name of company.....(in liquidation)

Date	From whom received	Serial number	Description of books including files	Shelf number	How disposed of	Remarks
1	2	3	4	5	6	7

**Instructions:—**

In this Register should be entered all books and files of the company which come into the hands of the Liquidator.

## FORM No. 142-U

(See rule 286)

*Register of Unclaimed Dividends & Undistributed Assets Deposited into the Companies Liquidation Account in the Reserve Bank of India by the Official Liquidator*

Name of Company.....

Date of Winding-up order.....

Serial number	Name of person entitled to the dividend or return	Whether Creditor or Contributory	Number on list of Creditors or Contributories	Date of declaration of dividend or return	Rate of dividend or return	Total amount payable Rs. nP.	Last date when payable
1	2	3	4	5	6	7	8

Date of payment into the Companies Liquidation Account in the Reserve Bank	Amount paid into Bank Rs. nP.	Person by whom claim, if any, for the amount is made under s. 555 (7) (a) or (b)	Date and nature of order made on the claim if any	If refunded, person to whom money is refunded	Amount refunded Rs. nP.	Security taken if any	Remarks
9	10	11	12	13	14	15	16

## FORM No. 143

(See Rule 286)

## Form of Receipt

Receipt No..... Dated.....19....

Office of the Official Liquidator, .....Court,  
at.....In the matter of.....Ltd. (in liquidation)  
Company Petition No..... of 19....

RECEIVED from.....of  
.....the sum of rupees  
.....on account of/being.....  
.....

Official Liquidator.

## FORM NO. 144

(See Rule 299)

**INSTRUCTIONS REGARDING THE PREPARATION OF THE STATEMENT OF ACCOUNT**

The following general instructions shall be observed in preparing the statements of account to be filed in Court:—

1. The statement should be a detailed account of all the Liquidator's realisations and disbursements in respect of the company. Under realisations should be entered all receipts derived from assets existing at the commencement of the winding-up and subsequently realised, including balance in Bank, Book Debts and Calls collected, Property sold etc., and under disbursements should be entered all payments for costs and charges, or to creditors and contributories. Where property has been realised, the gross proceeds of sale must be entered under realisations, and the necessary payments incidental to sales must be entered as disbursements. The statement should not contain payments into or out of the Bank (which should be shown by the Bank pass book), nor the temporary investments by the Liquidator or the proceeds of such investments when realised, which should be shown separately, by a separate detailed statement of moneys invested by the Liquidator and the investments realised.

Interest allowed or charged by the Bank, Bank Commission etc., and profit or loss upon the realisation of temporary investments should, however, be inserted in the accounts of realisations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, and the totals carried forward, from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the Liquidator respectively.

2. Where the Liquidator carries on a business, a Trading Account must be furnished as a distinct account, and only the totals of receipts and payments on the Trading Account must be brought into the statement.

3. When dividends or instalments of composition are paid to creditors, or a return of surplus assets is made to contributories, the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the Liquidator must furnish separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends and instalments of composition and shares of surplus assets actually paid and those remaining unpaid.

4. When unclaimed dividends, instalments of composition or return of surplus assets are paid into the Companies Liquidation Account, the total amount so paid should be entered in the statement of disbursements as one sum.



(Heading as in form 1)

Exhibit 'A' referred to in the affidavit  
of .....

Solemnly affirmed this.....day of..

.....19 .

Before me  
Commissioner.

OFFICIAL LIQUIDATOR'S STATEMENT OF ACCOUNT

(To be filed under Section 462 of the Act)

1. Name of company :
2. Date of winding up order:
3. Date of commencement of winding-up :
4. Period of account :

Realisations					Disbursements				
Date	Of whom received	Nature of assets realised	Receipt number	Amount Rs. nP.	Date	To whom paid	Nature of disbursement	Voucher number	Amount Rs. nP.
1	2	3	4	5	1	2	3	4	5
Brought forward .					Brought forward				
Carried forward .					Carried forward				

Note.—1. The statement should be made out in accordance with instructions 1 to 4 herein.

2. No balance should be shown on this account, but only the total realisations and disbursements which should be carried forward to the next statement of account.

3. Only the total amount of dividends paid to creditors or capital returned to contributories should be included under disbursements, and the details should be given in the Annexure below.

*Analysis of Balance*

	Rs.	Np.
Total realisations . . . . .		
Total disbursements . . . . .		
Balance . . . . .		

The balance is made up as follows :—

1. Cash in hands of the Official Liquidator . . . . .	Rs. nP.
2. Total payments into Bank including balance at date of commencement of winding-up as per Bank Book .	
Total withdrawals from Bank . . . . .	
Balance at Bank . . . . .	
*3. Amounts invested by Official Liquidator . . . . .	Rs. nP.
Less	
Amounts received by realisation of investment	
Deduct profit or add loss on realisation of investment (carried into account)	
Balance under investment . . . . .	
Total balance as shown above. . . . .	

\*NOTE.—Full details of investments made and realisations thereof should be given in a separate statement.

*Annexure to the Account***I. Calls made by the Official Liquidator :**

Date of call :

Rate of call :

Total amount of call :

Total amount realised on the call :

**II. Dividends declared :**

1. Date of declaration :

2. Rate of dividend :

3. If not declared, state reasons, and when declaration may probably be made :

(Where dividends have been declared and paid the following account should be furnished)

Number on list	Name of creditor	Amount of proof	Amount of dividend (or composition)	
			Paid	Unclaimed
			Rs. nP.	Rs. nP.
1	2	3	4	5

Total

## III. List of amounts paid and payable to contributories during the period of account

Number on list	Name of contributory	Number of shares	Amount returnable on shares Paid Rs. nP.	Unclaimed Rs. nP.
1	2	3	4	5

Total

## IV. Legal proceedings authorised

Date of order authorising employment of advocate	Name of advocate	Nature of work au- thorised to be done	Limit of costs, if any
1	2	3	4

If any actions or other proceedings are delaying the close of the liquidation, state shortly the nature and probable duration thereof. State also any other circumstances tending to delay the winding-up of the company, or affecting the realised value of the property or the costs of realisation.

## V. Liquidator's Training Account\*

\*To be furnished where the Official Liquidator carries on business.

The Official Liquidator in account with the estate

Dr.	Receipts			Payments	Cr.
Date	Particulars	Rs. nP.	Date	Particulars	Rs. nP.
	Total	<hr/>		Total	<hr/>

Date : .....

Sd/- Official Liquidator.

## FORM NO. 145

(See Rule 299)

[Heading as in Form No. 1]

*Affidavit verifying account*

I, ....., the Official Liquidator of the above-named company solemnly affirm and say:—

That the account hereunto annexed and marked 'A' contains a full and true account of my receipts and payments in the winding-up of the above-named company from the.....day of.....19..., to the.....day of.....19..., inclusive and that I have not nor has any other person by my order or for my use during such period, received or paid any moneys on account of the said company other than and except the items mentioned and specified in the said account.

I further say that the particulars in the annexed account marked 'A' with respect to the proceedings in and position of the liquidation, are true to the best of my knowledge and belief.

Solemnly affirmed by the Official Liquidator  
of this Court at ..... this .....  
day of ..... 19...

Official Liquidator.

Before me.

Commissioner.

## FORM No. 146

(See Rule 299)

(Heading as in Form No. 1)

*Official Liquidator's Final Account*

1. Name of company :
2. Date of winding-up order :
3. Date of commencement of winding-up :
4. Period of account :

Realisations					Disbursements				
Date	Of whom receiv- ed	Nature of assets	Receipt number	Amount Rs. nP.	Date	To whom paid	Nature of disburse- ment	Voucher number	Amount Rs. nP.
1	2	3	4	5	1	2	3	4	5
Brought forward					Brought forward				
Total					Total				

*Note :*

The statement should be made out in accordance with the directions contained in the Form relating to the half-yearly statements.

*Analysis of Balance*

Rs. nP.

Total realisations . . . . .	
Total disbursements . . . . .	
Balance . . . . .	

The balance is made up as follows :—

1. Cash in hands of the Official Liquidator
2. Total payments into Bank (including balance at date of commencement of winding-up).
- Total withdrawals from Bank . . . . .
- Balance at Bank . . . . .

Rs. nP.

Total balance as shown above . . . . .

(Trading account for the period if any to be attached)

Subject to the directions of the Court, it is proposed to pay the balance shown as above into the Companies Liquidation Account in the public account of India in the Reserve Bank of India under Section 555(2).

*Official Liquidator's report to accompany account*

1. (i) *Assets realised :*

*As per statement of affairs, or where there is no statement of affairs, according to the Liquidator's estimate.	Assets at commencement of winding-up	*Estimated value		Total realised from the assets		Remarks
		Rs.	nP.	Rs.	nP.	
	1. Property (as per register of Assets).					
	2. Book Debts & Outstandings.					
	3. Surplus from securities.					
	4. Unpaid calls (prior to winding-up).					
	5. Capital called up					

Total .

(ii) *Assets which are unrealisable and should be written off*; (Give particulars and state reasons why they could not be realised)

Assets at the commencement of winding-up	Estimated value	Reasons why they could not be realised and should be written off
--	-----------------	--

1. Property (as per Register of Assets).

2. Book Debts & Outstandings.

3. Unpaid Calls prior to winding-up.

4. Capital not realised.

## 2. Liabilities

	Amount due		Total amount paid by way of dividend or otherwise	
	Rs.	nP.	Rs.	nP.

(1) Secured creditors . . . . .

(2) Preferential creditors . . . . .

(3) Debenture holders (secured by a floating charge) . . . . .

(4) Unsecured creditors . . . . .

(5) Return of capital to contributories . . . . .

## 3. Expenses of winding-up

Rs. ....

## 4. Statement of unclaimed dividends and undistributed assets paid and payable into the Companies Liquidation Account in the Reserve Bank of India

Rs. nP.

(a) Total amount of unclaimed dividends and undistributed assets paid into the Companies Liquidation Account as per previous account,

Amount of unclaimed dividends and undistributed assets paid into the said account during the period of this account.

Total. . . . .

(b) Unclaimed dividends and undistributed assets pending payment into the Companies Liquidation Account in the Reserve Bank of India.

5. *Particulars of unclaimed dividends and undistributed assets paid into the Companies Liquidation Account in the Reserve Bank of India during the period of account :*

Number on list of creditors or contributories	Name and address of creditor or contributory	Amount of dividend or asset payable	Date of payment into Companies Liquidation Account	Remarks
1	2	3	4	5

6. *Particulars of unclaimed dividends or undistributed assets pending payment into the said account*

Number on list of creditors or contributories	Name and address of creditor or contributory	Amount of dividend or asset payable	Date when payable to creditor or contributory	Remarks
1	2	3	4	5

Dated : .....

Official Liquidator.

FORM NO. 147

(See Rule 301)

[Heading as in Form No. 1]

Company Petition No. .... of 19...

*Requisition for audit of account*

To

.....  
.....

Sir,

I am to enclose herewith a copy of the statement of account filed by the Official Liquidator relating to the above company in liquidation for the period from ..... to ....., and to request that the said account may be audited with reference to the books and vouchers, kept by the Official Liquidator, the Companies (Court) Rules, 1959, and the orders of this Court, and that upon such audit, a certificate of audit may be issued in regard to the said account and

forwarded to this Court with your observations thereon, if any, in duplicate, within 2 months from this date. A copy of the certificates of audit may also be forwarded to the Official Liquidator of this Court for his reference.

Yours faithfully,

Registrar.

**FORM No. 148**

(See Rule 311)

(Heading as in Form No. 1)

*Annual statement to be filed by the Official Liquidator under Section 551*

1. Name of company :
2. Date of winding-up order :
3. Date of commencement of winding-up :
4. Date to which the statement is brought down :

	Realisa- tions Rs. nP.	Disburse- ments Rs. nP.
Brought forward . . . . .		
Total realisation for the period from . . . . . to . . . . .		
Total disbursements „ „ „ „ . . . . .		
Total . . . . .		
Balance . . . . .		

*Analysis of Balance*

The balance is made up as follows :—

1. Cash in the hands of the Official Liquidator . . . . .		Rs. nP.
2. Total payments into Bank including balance at date of commencement of winding-up as per Bank pass book		..
Less total withdrawals from Bank . . . . .		..
Balance at Bank . . . . .		.. ..
3. Amounts invested by the Official Liquidator . . . . .		
Less		
Amounts received by realisation of investment	Rs. nP.	
Deduct profit or add loss on realisation of investment (carried into the account) . . . . .		..
Balance under investment . . . . .		.. ..
Total balance as shown above		

\*Note : Full details of investments made and realisations thereof should be given in a separate statement.



Statement as to the position of the liquidation as on.....(the date to which the statement is brought down)

I. Assets

Rs. mP.

Total amount of estimated\* assets at the date of the commencement of the winding-up after deducting amounts charged to secured creditors . . . .

(As per statement of affairs or Liquidator's estimate) . . . . .

Assets realised . . . . .

Estimated value of assets still to be realised . . . . .

2. Liabilities . . . . .

Total amount due Amount paid Amount outstanding

Secured creditors . . . . .

Preferential creditors . . . . .

Debenture holders secured by floating charge . . . . .

Unsecured creditors . . . . .

3. Total amount of capital paid up at the date of commencement of winding-up

Paid up in cash . . . . .

Issued as paid otherwise than for cash . . . . .

4. General description and estimated value of outstanding assets still to be realised (if any) :

5. Causes which delay the termination of winding-up :

6. Period within which the winding-up may probably be completed :

7. Statement of the moneys paid into the Companies Liquidation Account in the Reserve Bank of India under Section 555(1) of the Act during the period :

Number on list of creditor or contributory	Name and address of creditor or contributory	Amount of unclaimed dividend or undistributed assets	Date when payable to creditor or contributory	Date of payment into the Companies Liquidation account	Remarks
1	2	3	4	5	6

Dated.....

Sd/-

Official Liquidator

#### Declaration

I declare that the particulars set out in the above statement are true and that the above statement sets out the true position of the liquidation as on.....to the best of my knowledge and belief.

Dated.....

Sd/-

Official Liquidator

## FORM No. 149

(See Rule 313)

Companies Act, 1956

*Members' Voluntary Winding-up**Declaration of solvency, embodying a statement of assets and liabilities  
(pursuant to Section 488)*

Name of Company : ..... Limited.

Presented by : .....

*Declaration of solvency*

We, ....., of .....  
and of ..... being all the/  
majority of the directors of ..... do solemnly affirm  
and declare that we have made a full enquiry into the affairs of this  
company, and that having done so, we have formed the opinion that  
this company has no debts/will be able to pay its debts in full  
within a period of\* ..... months from the commencement of the  
winding-up, and we append a statement of the company's assets and  
liabilities as at ....., being the latest practicable date  
before the making of this declaration. And we make this solemn  
declaration believing the same to be true.

Solemnly affirmed and declared at ..... the .....  
day of ..... 19... before me.

Signatures.

Commissioner for Oaths or Notary Public or Justice of the Peace.

Statement as at ..... 19... showing assets at  
estimated realisable values and liabilities expected to rank.

	Assets	Book value	Estimated to realise
1. Balance at Bank	.	.	.
2. Cash in hand	.	.	.
3. Marketable Securities	.	.	.
4. Bills Receivable	.	.	.
5. Trade Debtors	.	.	.
6. Loans & Advances	.	.	.
7. Unpaid Calls	.	.	.
8. Stock-in-trade	.	.	.

\*The period to be filled in should not exceed 3 years.

Assets	Book value	Estimated to realise
9. Work in progress <i>viz.</i> , ..... ..... .....		
10. Freehold Property . . . . .		
11. Leasehold Property . . . . .		
12. Plant & Machinery . . . . .		
13. Furniture, fittings, utensils etc. . . . .		
14. Patents, Trade Marks etc. . . . .		
15. Investments other than Marketable Securities . . . . .		
16. Other property, <i>viz.</i> , ..... ..... .....		
Total . . . . .	_____	_____

Liabilities	Estimated to rank for payment (to the nearest rupee)
1. Secured on specific assets <i>viz.</i> , .....	
2. Secured by floating charge(s) <i>viz.</i> , .....	
3. Estimated cost of liquidation and other expenses including interest accruing until payment of debts in full . . . . .	
4. Unsecured creditors (amounts estimated to rank for payment)	
(a) Trade accounts . . . . .	
(b) Bills payable . . . . .	
(c) Accrued Expenses . . . . .	
(d) Other liabilities . . . . . ..... ..... .....	
(e) Contingent liabilities :-- ..... ..... ..... .....	
Total . . . . .	_____
Total estimated value of assets . . . . .	Rs. _____
Total liabilities . . . . .	Rs. _____
Estimated surplus after paying debts in full . . . . .	Rs. _____

Remarks

Signatures

Dated.....

Directors of the Company.

## FORM NO. 150

(See Rule 314)

Companies Act, 1956

*Form of statement of assets and liabilities*

[To be submitted to a meeting of creditors pursuant to Section 495(1) by the Liquidator in a Member's Voluntary Winding-up if he is of the opinion that the company will be unable to pay its debts in full within the period stated in the declaration of solvency, *viz.*, ..... months from the commencement of the winding up or if the period has expired without the debts having been paid in full]

Name of company ..... Ltd. (In liquidation)

Date of commencement .....  
of winding-up

Statement as at ..... 19 , showing assets at estimated realisable values and liabilities expected to rank.

Assets	Book values	Estimated realisable values
<b>1. Assets not specifically pledged :</b>		
(1) Balance at Bank . . . . .		
(2) Cash in hand . . . . .		
(3) Marketable Securities . . . . .		
(4) Bills Receivable . . . . .		
(5) Trade Debtors . . . . .		
(6) Loans & Advances . . . . .		
(7) Unpaid Calls . . . . .		
(8) Stock-in-Trade . . . . .		
(9) Work in progress <i>viz.</i> , . . . . .		
.....		
(10) Freehold property . . . . .		
(11) Leasehold property . . . . .		
(12) Plant & Machinery . . . . .		
(13) Furniture, Fittings, Utensils, etc. . . . .		
(14) Patents, Trade Marks, etc. . . . .		
(15) Investments other than Marketable Securities . . . . .		
(16) Other property <i>viz.</i> , . . . . .		
.....		
.....		

Total estimated realisable value of assets not specifically pledged .

(Carried over) . . . . .

(brought forward)

2. *Assets specifically pledged*

	(a)	(b)	(c)	
	Estimated realisable values	Due to secured creditors	Deficiency ranking as unsecured	Surplus carried to last column
	Rs.	Rs.	Rs.	Rs.
(1) Freehold property .				
(2) Leasehold property .				
(3) Movables—				
(i) Goods in possession of the company .				
(ii) Goods not in po- session . . . . .				
TOTAL .				

Estimated surplus from assets specifically pledged . . . .

Estimated total assets available for preferential creditors, debenture holders secured by a floating charge, and unsecured creditors . . . .

*Summary of gross assets*

	(d) Rs.
Gross realisable value of assets specifically pledged . . . .	
Other assets . . . . .	
Gross assets Rs. . . . .	

[ P. T. O.

(e) Gross liabilities Rs.	Liabilities		
	(to be deducted from surplus or added to deficiency as the case may be)		
	Secured creditors to the extent to which claims are estimated to be covered by assets specifically pledged [item (a) or (b) above whichever is the less]		
	[Insert in 'Gross Liabilities' column only]		
	Preferential creditors		
	Estimated balance of assets available for debenture holders secured by a floating charge and unsecured creditors*		
	Debenture holders secured by a floating charge		
	Estimated surplus/deficiency as regards debenture holders*	Rs.	
	Unsecured Creditors:—	Rs.	
	Estimated unsecured balance of claims of creditors partly secured on specific assets brought from (c) above		
	Trade Accounts		
	Bills Payable		
	Outstanding expenses		
	.....		
	.....		
	Contingent liabilities (state nature)		
	.....	Rs.	
	Estimated surplus/deficiency as regards creditors being the difference between:—		
	Gross Assets, brought from preceding page (d)		
	and Gross liabilities, as per column (e)		
	.....		
	Issued and Called-up capital	Rs.	
	.... preference shares of..... each		
	.... called up		
	.... ordinary shares of..... each		
	.... called up		
	.....		
	.....		
	Estimated surplus/deficiency as regards Members.	Rs.	

#### Liquidator's Remarks

[In particular the liquidator should draw attention to any item where after taking his receipts and payments into account there is a substantial difference between his estimate and the directors' estimate in the statement annexed to the Declaration of Solvency.]

\*These figures must be read subject to the following notes:—

- Strike out (f) or (g)
- (1) (f) There is no unpaid capital liable to be called up or  
 (g) The nominal amount of capital liable to be called up is Rs.....  
 .....estimated to produce Rs.....  
 which is/is not charged in favour of debenture holders.
- (2) The estimates are subject to costs of the winding-up and to any surplus or deficiency on trading pending realisation of assets.

## FORM No. 151.

(See Rule 315)

Companies Act, 1956.

---

*Members' (or Creditors') Voluntary Winding-up*  
*Notice of appointment of liquidator pursuant to Section 516*

Name of company:

Nature of business:

Address of Registered Office:

Name(s) and address(es) of Liquidator(s):

Date of appointment:

By whom appointed:

---

FORM No. 152.

(See Rule 315)

Companies Act, 1956.

---

*Members' (or Creditors') Voluntary Winding-up*  
*Notice of appointment of liquidator pursuant to Section 516.*

Name of company:

Nature of business:

Presented by:

To

The Registrar of Companies,  
.....

I [or We].....of [address(es)] hereby give  
notice that I [or We] have been appointed liquidator (s) of.....  
(Ltd.) by \*resolution of the company (or by creditors of the com-  
pany), dated .....

Dated the ..... day of  
..... 19 ..

†Signatures.

---

NOTE.—\*State how appointed, whether by resolution of the company,  
creditors of the company, or how otherwise.

†To be signed by each liquidator if more than one.

## FORM No. 153.

(See Rule 327)

INSTRUCTIONS REGARDING THE PREPARATION OF THE  
STATEMENT OF ACCOUNT

The following general instructions shall be observed in preparing the statements of account to be filed by a Liquidator in a voluntary winding-up under Section 551:

1. The statement should be a detailed account of all the liquidator's realisations and disbursements in respect of the company. Under realisations should be entered all receipts derived from assets existing at the commencement of the winding-up and subsequently realised, including balance in Bank, Book Debts and Calls collected, Property sold etc., and under disbursements should be entered all payments for costs and charges, or to creditors and contributories. Where property has been realised, the gross proceeds of sale must be entered under realisations, and the necessary payments incidental to sales must be entered as disbursements. The statement should not contain payments into or out of the Bank (which should be shown by the Bank pass book), nor the temporary investments by the Liquidator or the proceeds of such investments when realised, which should be shown separately, by a separate detailed statement of moneys invested by the liquidator and the investments realised.

Interest allowed or charged by the Bank, bank Commission, etc., and profit or loss upon the realisation of temporary investments should, however, be inserted in the accounts of realisations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, and the totals carried forward, from one account to another without any intermediate balance, so that the gross total shall represent the total amounts received and paid by the Liquidator respectively.

2. Where the Liquidator carries on a business, a Trading Account must be furnished as a distinct account, and only the totals of receipts and payments on the Trading Account must be brought into the statement.

3. When dividends or instalments of composition are paid to creditors, or a return of surplus assets is made to contributories, the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the Liquidator must furnish separate accounts showing in lists the amount of the claim of each creditor and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends and instalments of composition and shares of surplus assets actually paid and those remaining unpaid.



4. When unclaimed dividends, instalments of composition or return of surplus assets are paid into the Companies Liquidation Account, the total amount so paid should be entered in the statement of disbursements as one sum.

LIQUIDATOR'S ACCOUNT

(to be filed in duplicate)

Exhibit 'A'

1. Name of company
2. Nature of proceeding\*
- 3 Date of commencement of winding-up
4. Date to which statement is brought down
5. Name and address of liquidator

This is the Exhibit marked 'A' referred to in the affidavit of ..... solemnly affirmed before me this ..... day of ..... 19.....

Commissioner

*Liquidators statement of account pursuant to Section 551 of the Companies Act, 1956*

Liquidator's account from ..... to .....

Realisations				Disbursements			
Date	of whom received	Nature of assets realised	Amount	Date	To whom paid	Nature of disbursements	Amount
			Rs. nP.				Rs. nP.
1	2	3	4	1	2	3	4
Brought forward				Brought forward			
Total carried over				Total carried over			

NOTE : No balance should be shown on this account, but only the total realisations and disbursements, which should be carried forward to the next account.

*Analysis of Balance*

	Rs. nP.
Total realisations	
Total disbursements	
Balance	

\*NOTE : Here state whether it is winding-up under supervision of Court, or a members or creditors voluntary winding-up. If it is a winding-up under the supervision of the Court, the number of the petition or other proceeding in which the order was made and the date of the order should also be given.

Rs. nP.

The balance is made up as follows:—

1. Cash in the hands of the liquidator . . . . .	
2. Total payments into Bank, including balance at date of commencement of winding-up (as per Bank pass book) . . . . .	Rs. nP. }
Less total withdrawals from Bank . . . . .	

Balance at Bank . . . . .

\*3. Amounts invested by the Liquidator . . . . .

<i>Less</i>	
Amounts received by realisation of investment . . . . .	Rs. nP. }
Deduct profit or add loss on realisation of investment (carried into the account) . . . . .	

Balance under investment . . . . .

Total balance as shown above . . . . .

\*NOTE.—Full details of investments made and realisations thereof should be given in a separate statement.

## ANNEXURE TO THE ACCOUNT—I

Statement as to the position of the liquidation as on . . . . . (the date to which the statement is brought down)

I. *Assets:*

Rs. nP.

(a) *Assets not specifically pledged :*

Total amount of the estimated assets at the date of the commencement of the winding-up . . . . .	
Assets realised . . . . .	
Estimated value of assets still to be realised . . . . .	

(b) *Assets specifically pledged:*

	Book Value	Value realised	Due to secured creditors	Surplus (+) or Deficiency (—)
	Rs. nP.	Rs. nP.	Rs. nP.	Rs. nP.
(1) Immovable property . . . . .				
(2) Goods not in possession . . . . .				
(3) Goods in possession . . . . .				
(4) Other property . . . . .				
Surplus or deficiency from assets specifically pledged . . . . .				

**2. Liabilities :**

	Total amount due	Amount paid	Amount outstand- ing
	Rs. nP.	Rs. nP.	Rs. nP.
(1) Secured creditors . . . . .			
(2) Preferential creditors . . . . .			
(3) Debenture holders secured by a floating charge			
(4) Unsecured creditors . . . . .			
3. (a) <i>Total amount of capital paid up at the date of commencement of winding-up</i>			Rs. nP.
Paid up in cash . . . . .			
Issued as paid otherwise than in cash . . . . .			
(b) <i>Calls (if any) made by the Liquidator :</i>			
(1) Date of call :			
(2) Rate of call :			
(3) Total amount of call			
(4) Total amount realised on call			
4. <i>General description and estimated value of the outstandings still to be realised (if any).</i>			
5. <i>Causes which delay the termination of the winding-up:</i>			
6. <i>Period within which the winding-up may probably be concluded.</i>			
7. <i>Legal proceedings (if any), instituted, pending or concluded during the period:</i>			

Name of Court and number of proceeding	Names of parties and their advo- cates	Nature of Proceeding	Stage of proceeding	Nature of decree or order made if any	Remarks
1	2	3	4	5	6

[If any actions or other proceedings are delaying the close of the liquidation, state shortly the nature and probable duration thereof. State also other circumstances tending to delay the winding-up of the company, or affecting the realised value of the property or the costs of realisation].

## ANNEXURE-II

### Liquidators' Trading Account

Liquidator of the above company in account with the estate

[illegible]

### ANNEXURE-III

## List of dividends or composition

I hereby certify that a dividend (or composition), of ..... paise in the rupee was declared payable on or after the ..... day of ..... 19 .., and that the creditors whose names are set forth below are entitled to the amounts set opposite their respective names, and have been paid such amounts except in the cases specified as unclaimed.

Dated the.....day of.....19 ..

(Sd.) -

**Liquidator**

Number on list	Name of creditor	Amount of claim (as admitted)  Rs. nP.	Amount of dividend or composition	
			Paid Rs. nP.	Unclaimed Rs. nP.
I	2	3	4	5
	Total . . . . .			

ANNEXURE-IV

## List of amounts paid or payable to contributories

Name of company.....(in liquidation)

I hereby certify that a return of surplus assets was declared payable to contributors on or after the.....day of.....19.., at the rate of.....per share, and that the contributors whose names are set forth below are entitled to the amounts set

opposite their respective names, and have been paid such amounts except in the cases specified as unclaimed.

Dated the.....day of.....19.....

(Sd).

Liquidator

Number on list	Name of contributory	Number of shares	Amount returned on shares	
			Paid Rs. nP.	Unclaimed Rs. nP.
1	2	3	4	5

Total

#### ANNEXURE—V

Statement of unclaimed dividends and undistributed assets paid into the Companies Liquidation Account in the Reserve Bank of India during the period.....

Serial number	Name and address of creditor or contributory	Amount of dividend or undistributed assets payable or refundable	Date when payable or refundable to creditor or contributory	Date of payment into Companies Liquidation Account	Remarks
1	2	3	4	5	6

Dated this.....day of..... 19 .....

(Sd.)-

Liquidator.

#### FORM NO. 154

(See Rule 327)

(Heading as in Form No. 1)

Name of company

Nature of proceeding

Date of commencement of winding-up

Affidavit verifying account

I, .....Liquidator of the above-named company solemnly affirm and say:—

That the account hereunto annexed and marked 'A' contains a full and true account of my receipts and payments in the winding-up of the

above-named company from the.....day of.....19.., to the.....day of.....19.., inclusive and that I have not nor has any other person by my order or for my use during such period, received or paid any moneys on account of the said company other than and except the items mentioned and specified in the said account.

I further say that the particulars in the annexed account marked 'A' and the annexures thereto, with respect to the proceedings in and position of the liquidation, are true to the best of my knowledge and belief.

Solemnly affirmed by the Official Liquidator of this Court at....  
.....this.....day of.....19.. .

Liquidator.

Before me.

Commissioner.

### FORM NO. 155

(See Rule 329)

#### Members' /\*Creditors' Voluntary Winding-up

Name of company

Notice convening final meeting

Notice is hereby given in pursuance of Section 497/\* 509 that a general meeting of the members of the above-named company will be held at.....on the.....day of.....19.... at.....o'clock in the.....noon [and a meeting of the creditors will be held at.....on the.....day of.....19...., at.....o'clock in the .....noon] for the purpose of having an account laid before them showing the manner in which the winding-up has been conducted and the property of the company disposed of and of hearing any explanation that may be given by the liquidator and also of determining by a special resolution of the company/\* by a resolution of the Committee of Inspection/\* by the creditors, the manner in which the books, accounts and documents of the company and of the liquidator shall be disposed of.

Dated this.....day of.....19.. .

Signature of the liquidator.

\*NOTE:—Omit what is not appropriate.

FORM NO. 156  
(See Rule 329)  
Companies Act, 1956.

Liquidator's statement of account of the winding-up (Members/Creditors' voluntary winding-up)  
[Pursuant to Section 497/500f)

- Statement showing how the winding-up has been conducted and the property of the company has been disposed of  
From ..... 19 . (commencement of winding-up) to ..... 19 (close of winding-up)

P. T. O.

Unpaid Calls at commencement of winding up			(i) Debenture holders :—	Rs.	nP.	Rs.	nP.
Amounts received from calls on contributories made in the winding-up			Payment of Rs. .... per Rs. .... debenture				
Receipts per Trading Account			Payment of Rs. .... per Rs. .... debenture				
Other Property, viz.,—			Payment of Rs. .... per Rs. .... debenture				
.....							
.....			(ii) Creditors:—				
Total			.... + Preferential				
			.... + Unsecured:—				
Less			Dividend(s) of ..... nP. in the rupee on Rs.				
Payments to redeem securities			[The estimate of the amount expected to rank for dividend was Rs. ....]				
Costs of execution							
Payments per trading account			(iii) Returns to contributories:—				
			.... nP. per rupee .... \$share				
			.... nP. per rupee .... \$share				
			.... nP. per rupee .... share				
Net realisations			Add balance				
		Rs.			Rs.		

†State the number. Preferential creditors need not be separately shown if all creditors have been paid in full.

§State nominal value and class of share.

(1) The following assets estimated to be of the value of Rs. .... have proved to be unrealisable:—

(Give details of the assets which have proved to be unrealisable)

(2) Amount paid into the Companies Liquidation Account in respect of :—

(a) Unclaimed dividends payable to creditors in the winding-up

Rs. ....

(b) Other unclaimed distributions in the winding-up

Rs. ....

(c) Moneys held by the company in trust in respect of dividends or other sums due before the commencement of the winding-up to any person as a member of the company

Rs. ....

(3) Add here any remarks the Liquidator thinks desirable:—

Dated this ..... day of ..... 19 ..

Sd/-

Liquidator.

I declare that the above statement is true and contains a full and accurate account of the winding-up from the commencement to the close of the winding-up.

Dated this ..... day of ..... 19 ..

Sd/-

Liquidator



## FORM NO. 157

(See Rule 331)

Companies Act, 1956

Members' Voluntary Winding-up

Return of Final Winding-up Meeting (pursuant to Section 497)

Name of company

Presented by

To

The Registrar of Companies,

.....  
I/\*We.....of.....being the liquidator(s) of.....Ltd., hereby inform you that a general meeting of the company was duly held on/\*summoned for the..... day of.....19.., pursuant to Section 497 for the purpose of laying before it an account (of which a copy is attached hereto) showing how the winding-up of the company has been conducted and the property of the company disposed of, and that the account was duly laid before the said meeting/\*no quorum was present at the meeting.

A copy of the minute of the meeting is also annexed.

Dated the.....day of.....19..

†Signature(s).

NOTE:—The copy account accompanying this return must be authenticated by the signature(s) of the liquidator(s).

\* Strike out what does not apply.

† To be signed by each liquidator if more than one.

## FORM NO. 158

(See Rule 331)

Companies Act, 1956

Creditors' Voluntary Winding-up

Return of the final winding-up meetings of members and creditors  
(Pursuant to Sec. 509)

Name of company

Presented by

To

The Registrar of Companies,

.....  
I/We.....of.....being the liquidator(s) of.....Ltd., hereby inform you

(1) that a general meeting of the company was duly held on/\* summoned for the .....day of.....19.., pursuant to

Section 509 for the purpose of laying before it an account (of which a copy is attached hereto) showing how the winding-up of the company has been conducted and the property of the company disposed of, and that the said account was duly laid before the said meeting/\* no quorum was present at the meeting.

(2) that a meeting of the creditors of the company was duly held on/\*summoned for the.....day of.....19..; pursuant to Section 509 for the purpose of laying before it the said account showing how the winding-up of the company has been conducted and the property of the company disposed of, and that the said account was duly laid before the said meeting/\*no quorum was present at the said meeting.

Copies of the minutes of the meetings aforesaid are annexed.

Dated the.....day of.....19.. .

†Signature(s).

**NOTE:—**The copy account accompanying this return must be authenticated by the signature(s) of the liquidator(s).

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\*Strike out what does not apply.

†To be signed by each liquidator, if more than one.

FORM No 159

(See Rule 335)

Companies Act, 1956.

\*Here state whether it is a winding-up by or subject to the supervision of the Court, or a member's voluntary winding-up or creditors voluntary winding-up. If a winding-up by Court, state the number of the petition and the date of the order.

Statement of unclaimed dividends or undistributed assets, paid under Section 555(1) and (2), into the Companies Liquidation Account in the Reserve Bank of India [to be furnished under Section 555(3)]

Name of the company \_\_\_\_\_

Nature of the proceeding\*

Date of commencement of winding-up

Date of payment into the Companies Liquidation Account.

I. Particulars of the unclaimed dividends paid into the Companies Liquidation Account in the Reserve Bank of India.

Number on list of creditors	Name of the creditor to whom the dividend is due	Last known address of creditor	Date of declaration and rate of dividend		Total amount of dividend payable	Last date when payable	Amount paid into Compa- nies Liquida- tion Account	Remarks
			Date	Rate				
1	2	3	4	5	6	7	8	9

Total .

## II. Particulars of undistributed assets paid into the Companies Liquidation Account in the Reserve Bank of India.

Number on list of contri- butories	Name of contributory	Last known address of contributory	Date of declaration and rate of return		Total amount of return payable	Last date when payable	Amount paid into Companies Liquidation Account	Remarks
			Date	Rate				
1	2	3	4	5	6	7	8	9
Total							Rs. pP.	
Total amount of unclaimed dividends paid into the Companies Liquidation Account								
Total amount of undistributed assets paid into the Companies Liquidation Account								
Total amount paid under both heads								

Dated the..... day of..... 19 ..

Sd,-

Liquidator(s)

## FORM No. 160

(See Rule 347)

[Heading as in Form No. 1]

## Request to deliver bill

I hereby request that you will, within four weeks of the receipt hereof or such further time as the Court may allow, deliver to me your bill of costs (or charges) as\*....., failing which, I shall, in pursuance of the Companies Act, 1956, and the Rules made thereunder, proceed to declare and distribute a dividend without regard to any claim which you may have against the assets of the company, and your claim against the assets of the company will be liable to be forfeited.

Dated this.....day of.....19.. .

Official Liquidator.

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\*Here state the nature of the employment e.g. advocate, auctioneer, etc.

## APPENDIX II

(See Rule 22)

Serial No.	Section of the Act	Nature of petition or application	Enclosures
1	17	Petition for confirming alteration of memorandum of association.	<ol style="list-style-type: none"> <li>1. A true copy of the memorandum of association.</li> <li>2. A true copy of the notice calling for the meeting.</li> <li>3. A true copy of the special resolution sanctioning the alteration.</li> <li>4. The minute book of the company containing the minute of the meeting at which the special resolution was passed.</li> </ol>
2	79	Petition to sanction issue of shares at a discount. ‡	<ol style="list-style-type: none"> <li>1. A true copy of the memorandum and articles of association.</li> <li>2. A true copy of the notice calling for the meeting.</li> <li>3. A true copy of the resolution sanctioning the issue.</li> <li>4. The minute book of the company containing the minute of the meeting at which the resolution was passed.</li> <li>5. A true copy of the latest balance sheet and profit and loss account.</li> </ol>
3	101	Petition for confirming reduction of share capital. ‡	<ol style="list-style-type: none"> <li>1. A true copy of the memorandum and articles of association.</li> <li>2. A true copy of the notice calling for the meeting.</li> <li>3. A true copy of the special resolution authorising the reduction of capital.</li> <li>4. The minute book of the company containing the minute of the meeting at which the special resolution was passed.</li> <li>5. A true copy of the latest balance sheet and profit and loss account.</li> </ol>
4	107	Petition to cancel any variation of the rights of the holders of any class. §	A true copy of the memorandum and articles of association.
5	237	Petition to investigate the affairs of a company.	A true copy of the memorandum and articles of association.

Serial No.	Section of the Act	Nature of petition or application	Enclosures
6	391	Application under Section 391 (1) to convene a meeting of creditors or members to consider a compromise or arrangement.  Where the compromise or arrangement is in connection with a scheme of reconstruction or amalgamation of any two or more companies.	<ol style="list-style-type: none"> <li>1. A true copy of the memorandum and articles of association.</li> <li>2. A true copy of the proposed compromise or arrangement.</li> <li>3. A true copy of the latest balance sheet and profit and loss account.</li> </ol> <p>A true copy of the memorandum and articles of association of each such companies.</p>
7	397	Petition for relief against oppression.	A true copy of the memorandum and articles of association.
8	398	Petition for relief in case of mismanagement.	A true copy of the memorandum and articles of association.
9	439	Petition for winding-up . . .	<p>In the case of a petition by the Registrar of Companies or by any person authorised by the Central Government, the order of the Government sanctioning the filing of the petition.</p> <p>In the case of a petition filed by a company, a true copy of the memorandum and articles of association, and a true copy of the special resolution resolving that the company be wound up.</p>
10	560(6)	Petition to restore a company's name to the Register of companies.	A true copy of the Gazette notification striking out the company's name from the Register of Companies.
11	579	Petition to confirm the alteration in the constitution of the company by substituting a memorandum and articles of association for a deed of settlement.	<ol style="list-style-type: none"> <li>1. A true copy of the deed of settlement.</li> <li>2. A true copy of the proposed memorandum and articles of association.</li> <li>3. A true copy of the special resolution authorising the substitution.</li> <li>4. A true copy of the notice calling for the meeting.</li> <li>5. The minute book of the company containing the minute of the meeting at which the special resolution was passed.</li> </ol>

## APPENDIX III

(See Rule 348)

*Fees to Advocates***A. In the High Court :****(1) Petitions :**

	Uncontested not exceeding rupees	Contested not exceeding rupees
1. Petition to confirm alteration of memorandum (Sec. 17 & Sec. 579)	100	250
Where the proceeding involves settlement of list of creditors	250	400
2. Petition to sanction issue of shares at a discount (Sec. 79)	50	150
3. Petition to confirm reduction of share capital (Sec. 101)	250	500
4. Petition to cancel variation of rights (Sec. 107)	100	250
5. Petition to extend time for registration of charges (Sec. 141).	50	150
6. Petition for rectification of Register of Members (Sec. 155).	50	250
7. Petition to restrain fraudulent person from being manager etc. (Sec. 203).	100	250
8. Petition to investigate affairs of a company (Sec. 237)	150	350
9. Petition to sanction compromise or arrangement under Sec. 391.	200	400
Where it involves reconstruction or amalgamation under Sec. 394.	300	500
10. Petition by dissenting share-holder regarding acquisition of his share by transferee company [Sec. 395(1).]	100	200
11. Petition for relief against oppression (Section. 397)	250	400
12. Petition for relief against mismanagement (Sec. 398)	250	400
13. Petition to wind up company (Sec. 439 & Sec. 522)	150	500
14. Petition under Sec. 542 (XI Schedule)	Same as in a suit for the amount claimed in the petition according to the scales in force for suits.	
15. Petition under Sec. 543 (XI Schedule)	Same as in a suit for the amount claimed in the petition according to the scales in force for suits.	
16. Petition to restore a company's name to the Register of Companies [Sec. 560 (6)].	75	250
17. Petition by officer for being absolved from liability [Sec. 633 (2).]	100	250
18. Other petitions	50	200
<b>(2) Applications:</b>		
1. Application by private company for relief where the provisions of its articles are not complied with (Sec. 43).	75	150



	not exceeding rupees	not exceeding rupees
2. Applications for directions regarding termination of dis- proportionate voting rights [Sec. 89(3).]	100	250
3. Applications for declarations that shares or debentures shall cease to be subject to restrictions imposed by Central Government [Sec. 250 (3).]	75	200
4. Applications to decide the proportion in which profits are to be held in trust for two or more companies [Sec. 375 (3)]	150	300
5. Misfeasance applications under Sec. 542 or 543	Same fees as in a suit for the amount claimed in the application according to scales in force for suits.	
6. Applications for prosecution of delinquent officer or mem- bers (Sec. 545).	100	300
7. Applications to declare dissolution of a company void (Sec. 559).	100	250
8. All other applications other than formal applications like applications for condonation of delay etc.	35	100
9. Examination under Sec. 477	Rs. 25/- for every hour of examination or part thereof, subject to a minimum of Rs. 75/-	
10. Public Examination under Sec. 478 or 519	Do.	

**B. In the District Court :**

Fees shall be allowed at three-fourths of the rates prescribed in Table A above.

By order of the Supreme Court,  
K. KRISHNASWAMI,  
Officer on Special Duty,  
Supreme Court.

*New Deut;*  
*Dated 3rd August, 1959.*

